



KEMP & COMPANY LTD.

Registered Office :

5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra, India. • E-mail : kemp-investor@kempnco.com
Phone : +91 22 6653 9000 • Fax : +91 22 6653 9089 • CIN : L24239MH1982PLC000047 • Web.: www.kempnco.com

7th June, 2021

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal St, Kala Ghoda, Fort,
Mumbai - 400001

BSE Code No. 506530

**Subject: Submission of Notice convening 140th Annual General Meeting of
Kemp & Company Limited for the Financial Year 2020-21**

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith electronic copy of the Notice of the 140th Annual General Meeting (AGM) for the financial year 2020-21 ("Annual Report"), being sent today i.e. 7th June, 2021 by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The Notice of the AGM is given on page nos. 2 to 14 forming part of the Annual Report 2020-21 which are being filed separately for Stock Exchange disclosure purposes under Regulation 34 of SEBI (LODR) Regulations, 2015.

Please take the above on your record and disseminate the same for the information of investors.

Thanking you,

Yours faithfully,

For Kemp & Company Limited

Karan Gudhka
Company Secretary

Encl.: As above

NOTICE is hereby given that the 140th Annual General Meeting (“AGM”) of the Members of KEMP & COMPANY LIMITED will be held on Wednesday, 30th June, 2021, at 11:00 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of M. K. Arora (DIN- 00031777), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. **To consider and approve related party transaction with Vibhuti Investments Company Limited for the monthly tenancy of the premises situated at 88C, Old Prabhadevi Road, Mumbai**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) consent of members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) of monthly tenancy and providing of related services in respect of Company’s premises located at 88C, Old Prabhadevi Road, Mumbai - 400 025 with Vibhuti Investments Company Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 5 Crores per annum for the period of 5 financial years with effect from 1st April, 2021, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

4. **To consider and approve related party transaction with VIP Industries Limited for buying and selling of the products**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) consent of members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) to purchase products/goods from VIP Industries Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 10 Crores per annum for the period of 5 financial years with effect from 1st April, 2021, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

5. **To consider and approve appointment of Mr. Dilip G. Piramal (DIN: 00032012) as Non-Executive, Non-Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of 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), Article 159 of Articles of Association of the Company and other applicable laws, Mr. Dilip G. Piramal (DIN:00032012), who was appointed as an Additional Director w.e.f. 12th February, 2021 by the Board of Directors pursuant to Section 161 of the Act and who holds office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company and he shall be liable to retire by rotation.”

6. **To consider and approve re-appointment of Mr. Raj Kumar Kataria (DIN: 01960956) as a Non- Executive, Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of members of the Company be and is hereby accorded for the re-appointment of Mr. Raj Kumar Kataria (DIN: 01960956) as Non-Executive, Independent Director on the Board of Directors of the Company for second term of 5 (five) years w.e.f. 30th September, 2020 to 29th September, 2025 and shall not be liable to retire by rotation.”

7. Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777) as Non-Executive, Non-Independent Director of the Company

To consider & if thought fit, to pass 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, Non-Independent Director of the Company, liable to retire by rotation."

By the Order of the Board of Directors

Place: Mumbai
Date: 21st May, 2021

Karan Gudhka
Company Secretary

Registered Office:

5th Floor, DGP House,
88C, Old Prabhadevi Road,
Mumbai - 400 025, Maharashtra, India
CIN: L24239MH1982PLC000047

NOTES:

1. All documents referred in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can visit the website of the Company i.e. www.kempnco.com.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
3. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to all the members members on first come first served basis.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kempnco.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM will be convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them.

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 28th June, 2021 through email on kemp-investor@kempnco.com. The same will be replied by the Company suitably.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

During the Financial Year 2020-21, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount of Dividend	No. of shares
Final Dividend for the Financial Year 2012-13	1800	180

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.kempnco.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
14. 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 Thursday, 24th June, 2021 up to Wednesday, 30th June, 2021 (both days inclusive) for taking records of the Members of the Company for the purpose of 140th Annual General Meeting of the Company to be held on Wednesday, 30th June, 2021 at 11:00 a.m.
15. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding: Send a request to the Registrar and Transfer Agents of the Company, providing Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.

Following additional details need to be provided in case of updating Bank Account Details:

- a. Name and Branch of the Bank in which you wish to receive the dividend;
- b. the Bank Account type;
- c. Bank Account Number allotted by their banks after implementation of Core Banking Solutions;
- d. 9 digit MICR Code Number;
- e. 11 digit IFSC Code and
- f. a scanned copy of the cancelled cheque bearing the name of the first shareholder.

Demat Holding: Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

16. At the 136th AGM held on 4th August, 2017, Members approved appointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants, (Firm Registration No. 101484W/W100197) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 141st AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. In view of the same, at 137th AGM of the Company, Members of the Company have partially modified the previous resolution passed at the 136th AGM for the appointment of Statutory Auditors and approved their appointment till the balance tenure of their appointment i.e. upto 141st AGM of the Company without seeking ratification of their appointment. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 140th AGM.

17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 18. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period begins on Sunday, 27th June, 2021 at 9:00 a.m. and ends on Tuesday, 29th June, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd June, 2021, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd June, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com / either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for Shareholders other than Individual Shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i). If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii). If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details / Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholders / Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

By the Order of the Board of Directors

Place: Mumbai
Date: 21st May, 2021

Karan Gudhka
Company Secretary

Registered Office:
5th Floor, DGP House, 88C, Old Prabhadevi Road,
Mumbai - 400 025, Maharashtra, India
CIN: L24239MH1982PLC000047

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 3, 4, 5, 6 and 7 in the accompanying Notice:

ITEM NO. 3

Pursuant to the provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material proposed Related Party Transactions shall require approval of the Shareholders by an Ordinary Resolution.

For the convenience of operations and management of the property, the Company has given on monthly tenancy and for providing related services its commercial premises located at 88 C, Old Prabhadevi Road, Mumbai 400 025 to Vibhuti Investments Company Limited, which is the holding company of the Company.

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 an Ordinary Resolution. The estimated annual value of the transactions relating to the monthly tenancy and providing of related services to be entered into during the period of five (5) financial years with effect from 1st April, 2021 is up to ₹ 5 crores per annum.

The Directors recommend the resolution for the Members' approval as an Ordinary Resolution. These transactions would be material in terms of the provisions of Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval.

The said approval would be effective for the period of five (5) financial years with effect from 1st April, 2021. Looking at the nature of business of the Company and the transactions, such approval of Shareholders for the period of five years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party: Vibhuti Investments Company Limited
2. Name of the Director who is related: Mr. M. K. Arora, Mrs. Shalini D. Piramal and Mr. Dilip G. Piramal are Directors of the Vibhuti Investments Company Limited
3. Nature of Relationship: Holding Company
4. Nature, material terms and particulars of the arrangement: Monthly Tenancy and providing of related services in respect of the Company premises situated at 88C, Old Prabhadevi Road, Mumbai 400 025
5. Monetary value: Estimated value up to ₹ 5 crores per annum
6. Any other information relevant or important for the members to make a decision on the proposed transaction: None.

The Board recommends an Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members. Except Mr. M.K. Arora, Mrs. Shalini D. Piramal and Mr. Dilip G. Piramal, no other Director, Key Managerial Personnel or their respective relative is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 4

Pursuant to provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material proposed Related Party Transactions shall require approval of the Shareholders by an Ordinary Resolution.

The Company is purchasing products/goods from VIP Industries Limited for selling in retail through its outlets.

Mrs. Shalini D. Piramal, Managing Director of the Company is spouse of Mr. Dilip G. Piramal, Chairman of VIP Industries Limited. Mr. Dilip G. Piramal, who was appointed as an Additional Director (Non-executive, Non-Independent) at the board meeting held on 12th February, 2021, is a common Director in the Company and V.I.P. Industries Limited and hence VIP Industries Limited is considered 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 an Ordinary Resolution. The estimated annual value of the transactions relating to the purchase of products/goods from VIP Industries Limited for the period of five (5) financial years with effect from 1st April, 2021 is up to ₹ 10 crores per annum.

The Directors recommend the resolution for Members' approval as an Ordinary Resolution. These transactions would be material in terms of the provisions of Listing Regulations and therefore, the Board has proposed the same to be placed before the Shareholders for their approval as Ordinary Resolution.

The said approval would be effective for the period of five financial years with effect from 1st April, 2021. Looking at the nature of business of the Company and the transactions, such approval of Shareholders for the period of five years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party: VIP Industries Limited.
2. Name of the Director who is related: Mrs. Shalini D. Piramal and Mr. Dilip G. Piramal.
3. Nature of Relationship: Mrs. Shalini D. Piramal is the Spouse of Mr. Dilip G. Piramal, Director of VIP Industries Limited and Mr. Dilip G. Piramal as common director in both the companies.
4. Nature, material terms and particulars of the arrangement: Purchase of products / goods.
5. Monetary value: Estimated value up to ₹ 10 crores per annum.
6. Any other information relevant or important for the members to make a decision on the proposed transaction: None.

The Board recommends an Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members. Except Mrs. Shalini D. Piramal and Mr. Dilip G. Piramal, no other Director, Key Managerial Personnel or their respective relative is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 5

The Board of Directors ("the Board") at its meeting held on 12th February, 2021 appointed Mr. Dilip G. Piramal, as a Non-Executive, Non-Independent Director of the Company subject to approval of Shareholders at the upcoming AGM.

Mr. Dilip G. Piramal is an experienced industrialist, who has pioneered luggage industry in India. He is the Chairman of VIP Industries Limited and Independent Director of Alkyl Amines Chemicals Limited and KEC International Limited. He has supervised the functioning of various departments of VIP Industries Limited such as Production, Sales & Marketing, Human Resources, Finance and Accounts, etc. He has an experience of more than 48 years in the luggage industry.

Keeping in view, his vast expertise and knowledge; it will be in the interest of the Company to appoint Mr. Dilip G. Piramal as a Non-Executive, Non-Independent Director of the Company who shall be liable to retire by rotation.

The Board received consent from Mr. Dilip G. Piramal for appointing him as a Non-Executive, Non-Independent Director along with other declarations.

Details of Mr. Dilip G. Piramal is provided in the "Annexure 1" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

It is further informed that Mr. Dilip G. Piramal has shareholding in the Company as provided in Annexure 1 to the Notice and is related to Mrs. Shalini D. Piramal, Managing Director of the Company.

The Board recommends passing of an Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The Board of Directors ("the Board") at its meeting held on 12th February, 2021 re-appointed Mr. Rajkumar Kataria, as a Non-Executive, Independent Director of the Company subject to approval of Shareholders at the upcoming AGM.

Mr. Raj Kumar Kataria, age – 65 years, is an ACS and has done Masters in Commerce and obtained Bachelor's Degree in Law (Merit). Mr. Raj Kumar 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 Kumar 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 35 years of experience in Business activities.

The Board proposes its Members to re-appoint Mr. Raj Kumar Kataria as a Non-Executive, Independent Director under Section 149 of the Act to hold office for a period of 5 years commencing from 30th September, 2020 up to 29th September, 2025 (both days inclusive). The Company has received consent from Mr. Raj Kumar Kataria for reappointing him as a Non-Executive, Independent Director and keeping in view, his vast expertise and knowledge, it will be in the interest of the Company to re-appoint Mr. Raj Kumar Kataria as Non-Executive, Independent Director of the Company for second term of 5 (Five) years on the Board of the Company w.e.f. 30th September, 2020 to 29th September, 2025.

Details of Mr. Raj Kumar Kataria is provided in the "Annexure 1" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. Save and except Mr. Raj Kumar Kataria 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. 6 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

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, Non-Independent 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, Non-Independent Director of the Company, who shall be liable to retire by rotation. Thus, Item No. 7 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. 7 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Annexure 1

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

Name of the Director	Mr. Dilip G. Piramal	Mr. Raj Kumar Kataria	Mr. M.K. Arora
Date of Birth	02.11.1949	12.10.1955	21.09.1943
Date of First Appointment	12.02.2021	14.08.2015	30.05.2011
Experience in specific functional area	Corporate Management	Corporate Management	Experience of more than 4 decades in the Corporate Law and General Management.
Qualifications	Bachelor of Commerce	ACS, Masters in Commerce Bachelor's Degree in Law (Merit)	ACS, ACWA, M.Com, LLB
Key terms and conditions of appointment / re-appointment	As per letter of appointment	As per letter of appointment	As per letter of appointment
Number of meetings of the Board attended during FY 2019-20	1* out of 1	4 out of 4	4 out of 4
No. of Equity shares held in the Company	330	Nil	Nil
Directorship held in other Companies	<ol style="list-style-type: none"> 1. V.I.P. Industries Limited 2. Alkyl Amines Chemicals Limited 3. KEC International Limited 4. DGP Securities Limited 5. Kiddy Plast Limited 6. Gazelle Travels Pvt. Limited 7. Alcon Finance and Investments Limited 8. DGP Capital Management Limited 9. DGP Enterprises Pvt. Limited 10. Association for Development of Luggage and Accessories 11. Association for Development of Handbags and Small Bags Industry 12. Vibhuti Investments Company Limited 	<ol style="list-style-type: none"> 1. Thirumalai Chemicals Limited 2. Arpwood Capital Private Limited 3. Mumtaz Hotel Limited 4. Arpwood Consultants LLP 5. Jhelum Investments Advisors LLP 	<ol style="list-style-type: none"> 1. Vibhuti Investments Company Limited 2. Priya Limited 3. Priya International Limited 4. Kiddy Plast Limited 5. Windsor Machines Limited 6. DGP Enterprises Private Limited 7. DGP Capital Management Limited
Remuneration sought to be paid	Sitting Fees	Sitting Fees	Sitting Fees
Remuneration last drawn	₹ 20,000/-	₹ 80,000/-	₹ 1,00,000/-

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Name of the Director	Mr. Dilip G. Piramal	Mr. Raj Kumar Kataria	Mr. M.K. Arora
Membership / Chairmanship of Committees of other public companies	VIP Industries Limited: Audit Committee- Member, Risk Management Committee - Member, Corporate Social Responsibility Committee - Member, Nomination & Remuneration Committee - Member and Stakeholders Relationship Committee - Member	1. Mumtaz Hotel Limited: CSR Committee – Member 2. Thirumalai Chemicals Limited: Audit Committee – Member, Nomination and Remuneration Committee – Chairman, Stakeholder Relationship Committee - Member	1. Windsor Machines Limited Audit Committee- Member Stakeholder Relationship Committee- Member Nomination & Remuneration Committee- Member 2. Priya Limited Audit Committee- Member Stakeholder Relationship Committee- Chairman Nomination & Remuneration Committee- Chairman 3. Priya International Limited Audit Committee- Member Nomination & Remuneration Committee- Chairman
Relationship with other Directors /Managers, KMP's	Spouse of Mrs. Shalini D. Piramal, Managing Director	None	None

* Mr. Dilip G. Piramal has been appointed as an additional director (Non-Executive, Non-Independent) of the Company at the board meeting held on 12th February, 2021

By the Order of the Board of Directors

Place: Mumbai
Date: 21st May, 2021

Karan Gudhka
Company Secretary

Registered Office:
5th Floor, DGP House, 88C,
Old Prabhadevi Road, Mumbai - 400 025 Maharashtra, India
CIN: L24239MH1982PLC000047