



**KEMP & COMPANY LTD.**

**Registered Office :**

5<sup>th</sup> 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

29<sup>th</sup> September, 2020

Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai- 400 001

Scrip Code: 506530

**Sub: Proceedings of 139<sup>th</sup> Annual General Meeting (“AGM”)**

Dear Sir/ Madam,

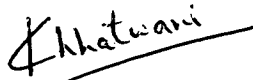
Further to our letter dated 29<sup>th</sup> June, 2020, we wish to inform that the 139<sup>th</sup> Annual General Meeting (“AGM”) of Kemp & Company Ltd. (“the Company”) was held on Tuesday, 29<sup>th</sup> September, 2020 at 11:00 am IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 read with circular dated 12<sup>th</sup> May, 2020 issued by the SEBI and the business mentioned in the Notice dated 29<sup>th</sup> June, 2020 were transacted.

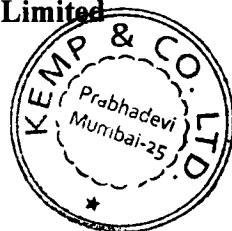
In this regard, please find enclosed herewith summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, marked as “Annexure –I”.

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

Thanking you,

Yours faithfully,  
For Kemp & Company Limited

  
Kunal Chhatwani  
Company Secretary  
Encl. as above





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**Annexure –I**

**Proceedings of the 139<sup>th</sup> Annual General Meeting**

The 139<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Kemp & Company Limited (“the Company”) was held on Tuesday, September 29, 2020 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). Mr. Mahendra Kumar Arora, Non-Executive Director and Chairman of Stakeholder Relationship Committee of the Company chaired the meeting. The following Directors were present at the meeting introduced themselves:

Sr. No.	Name of the Directors	Designation
1.	Mrs. Shalini D. PIRAMAL	Managing Director
2.	Mr. Satyen Dalal	Independent Director, Chairman of Audit Committee
3.	Mr. Mancek Davar	Independent Director, Chairman of Nomination & Remuneration Committee
4.	Mr. Mahendra Kumar Arora	Non-Executive Director, Chairman of Stakeholder Relationship Committee

The Chairman introduced Mr. Sunil Gupta, Chief Financial Officer and Mr. Kunal Chhatwani, Company Secretary. Mr. Vijay Jain and Mr. Ashish Bairagra, Partners of M/s. M L Bhuwania and Co. LLP, Chartered Accountants, Statutory Auditors and Ms. Ragini Chokshi, Secretarial Auditor of the Company attended the meeting through VC/OAVM.

The Chairman stated that the entire world had been adversely affected by the COVID-19 pandemic and due to the lockdown restrictions imposed by the Government and pursuant to the exemptions given by the MCA and SEBI, Companies have been allowed to conduct their AGM through Video Conference (VC)/Other Audio Visual Means (OAVM) during the calendar year 2020. Hence, this meeting was conducted through Video Conferencing facility.

The Chairman then informed that the Company had engaged the services of National Securities Depository Limited (NSDL) for providing facility for dispatching Annual Reports and Notices electronically to the requisite shareholders, hosting this AGM through Video Conferencing facility and providing remote e-voting and e-voting facility at the time of the AGM. It was informed the members that in compliance with the provisions of the Companies Act, 2013/MCA and SEBI Circulars, the Company had provided the facility to exercise vote on the business items





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to be transacted at the 139<sup>th</sup> Annual General Meeting, by way of remote e-voting, between Saturday, 26<sup>th</sup> September, 2020 at 9:00 a.m. to Monday, 28<sup>th</sup> September, 2020 at 5:00 p.m. in proportion to their shareholding, as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> September, 2020. He further informed the members that only those members, who were present in the meeting through VC or OAVM facility and had not casted their votes on resolutions through remote e-voting and were otherwise not barred from doing so, were eligible to vote at the AGM through e-voting facility.

The Chairman then informed the members that since holding of general meetings under the framework of VC/OAVM, where physical attendance of members has been dispensed with, there was no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by members was not available for this meeting.

The Chairman then informed the members that all the efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting.

The Chairman informed that the Company has appointed M/s. Ragini Chokshi & Co., Practicing Company Secretary as the Scrutinizer for scrutinizing the remote e-voting and e-voting at the time of the AGM process.

Since Auditors' Report had no qualifications, observations or comments on the financial statements, therefore, with the permission of Members, the Auditors' Report was taken as read. Thereafter, the Chairman delivered his speech.

The following items of business, as per the Notice of AGM dated 29<sup>th</sup> June, 2020, were transacted at the meeting:

1. Adoption of Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon
2. Declaration of dividend on equity shares for the financial year 2019-20
3. Re-appointment of Mrs. Shalini D. Piramal (DIN- 01365328), who retires by rotation and being eligible, seeks re-appointment.





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4. Appointment of Mr. Maneck Davar (DIN- 01990326), as Non- Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 14<sup>th</sup> February, 2020 to 13<sup>th</sup> February, 2025
5. Re-appointment of Mrs. Shalini D. Piramal (DIN- 01365328) as Managing Director of the Company for a period of 5 (five) years w.e.f. 26<sup>th</sup> March, 2020 to 25<sup>th</sup> March, 2025

After transacting the Business of the meeting, Mr. Mahendra Kumar Arora further informed that the Company has not received any request from the Shareholders for speaking at the AGM. Further, he informed the members that the results of the remote e-voting along with results of e-voting at the time of the AGM shall be placed on the website of the Company, [www.kempnco.com](http://www.kempnco.com) and also on the websites of BSE Ltd., and NSDL within 48 hours from conclusion of the time of the meeting.

The Chairman thanked all the members for taking their time out to join the 139<sup>th</sup> AGM of the Company. He also thanked to all Directors and other invitees for attending the meeting. The Chairman announced that the voting on the NSDL platform will continue to be available for the next 15 minutes after the conclusion of the meeting and the members who have not casted their vote can cast their vote. The Chairman then concluded the meeting at 11:13 a.m. and declared the proceedings as closed.

