



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 September, 2020

BSE Limited

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

BSE Code No. 506530

**Subject: Submission of Notice convening 139th Annual General Meeting of
Kemp & Company Limited for the Financial Year 2019-20**

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith electronic copy of the Notice of the 139th Annual General Meeting (AGM) for the financial year 2019-20 ("Annual Report"), being sent today i.e. 7th September, 2020 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 12 forming part of the Annual Report 2019-20 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

Kunal Chhatwani
Company Secretary

Encl.: As above

KEMP & COMPANY LIMITED

NOTICE is hereby given that the 139th Annual General Meeting (“AGM”) of the Members of KEMP & COMPANY LIMITED will be held on Tuesday, 29th September, 2020, 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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2019-20.
3. To appoint a Director in place of Mrs. Shalini D. Piramal (DIN- 01365328), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

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. 14th February, 2020 to 13th February, 2025**

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

“RESOLVED THAT pursuant to Section 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Maneck Davar (DIN- 01990326), who was appointed as an Additional Director (Non-Executive, Independent) of the Company pursuant to the provisions of Section 161(1) of the Act with effect from 14th February, 2020 and who hold office up to the date of this Annual General Meeting, who qualifies for being appointed as Non- Executive Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from 14th February, 2020 to 13th 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. 26th March, 2020 to 25th March, 2025**

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, approval of Members of the Company is accorded to re-appoint Mrs. Shalini D. Piramal (DIN- 01365328) as the Managing Director of the Company for a further period of 5 years effective from 26th March, 2020 to 25th March, 2025, liable to be retire by rotation, on the following terms and conditions:

Salary: Basic salary of ₹ 1,40,000/- per month in the scale of ₹ 1,40,000/- — ₹ 4,00,000/-. Increments within the salary scale will be decided by the Board of Directors from time to time as they may deem fit.

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

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

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

Leave Travel Concession: For self and family once in a year as per the rules of the Company.

Other Allowances and Contributions: As per the policy of the Company

Earned/Privilege Leave: On full pay and allowance as per the policy of the Company. Encashment of leave accumulated but not availed during the tenure of office, as the case may be, in accordance with the policy of the Company.

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

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

Minimum Remuneration: In the absence or inadequacy of the profits in any financial year, the remuneration shall be paid as specified under Section II of Part II of Schedule V to the Companies Act, 2013 to the Managing Director".

By the Order of the Board of Directors

Place: Mumbai
Date: 29th June, 2020

Kunal Chhatwani
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 continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.
In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("Link Intime") for assistance in this regard.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime in case the shares are held by them in physical form.
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 27th September, 2020 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 2019-20, 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 2011-12	6,810	681

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.kempnco.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. 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 Wednesday, 23rd September, 2020 up to Tuesday, 29th September, 2020 (both days inclusive) for the purpose of payment of dividend.
16. 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, 2020 as under to:
 - a. Members holding shares in physical form, whose name appear in the Company's Register of Members as on 29th September, 2020.
 - b. 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 22nd September, 2020.
17. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to kemp-investor@kempnco.com by 11:59 p.m. IST on 22nd September, 2020.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to kemp-investor@kempnco.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 22nd September, 2020. In the event the Company is unable to pay the dividend to any shareholder by electronic mode, due to non-registration of the bank account, the Company shall dispatch the dividend warrant/cheque to such shareholder, at the earliest once normalcy is restored.

18. 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, and
 - e. 11 digit IFSC Code
 - 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.
19. At the 136th AGM held on 4th August, 2017 the 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 139th AGM.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Saturday, 26th September, 2020 at 9:00 a.m. and ends on Monday, 28th September, 2020 at 5:00 p.m.

During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- iii. The Board of Directors has appointed Ms. Ragini Chokshi (Membership No. 2390) of M/s. Ragini Chokshi & Co., Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

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.nsd.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 “Shareholders” section.
3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details 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 by NSDL. 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 in your mailbox from evoting@nsdl.com. 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) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
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.nsd.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click 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.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is "113980".
4. Now you are ready for e-voting as the Voting page opens
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email 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 <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: +91 22 2499 4545/ 1800-222-990

Process for registration of email id for obtaining Annual Report and user id/password for e-voting:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, Link Intime at mt.helpdesk@linkintime.co.in 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:
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.

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

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
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. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. The Shareholders 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 herein in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360.

4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at kemp-investor@kempnco.com from 22nd September, 2020 (9:00 a.m. IST) up to 24th September, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members are encouraged to join the Meeting through Laptops for better experience.
6. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. 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.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.kempnco.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By the Order of the Board of Directors

Place: Mumbai

Date: 29th June, 2020

Registered Office:

5th Floor, DGP House, 88C, Old Prabhadevi Road,

Mumbai - 400 025, Maharashtra, India

CIN: L24239MH1982PLC000047

Kunal Chhatwani
Company Secretary

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. 4 & 5 in the accompanying Notice:

ITEM NO. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 14th February, 2020 has appointed Mr. Maneck Davar, (DIN- 01990326), as an Additional Director (Non-Executive, Independent) of the Company for a period of 5 (five) years w.e.f. 14th February, 2020 to 13th February, 2025, subject to member's approval.

Mr. Maneck Davar is an Indian business entrepreneur and has over 41 years of experience in print journalism and publishing. Mr. Davar holds degree in Arts and is presently on the board of Spenta Multimedia Private Limited as Chairman and Managing Director, the largest customised magazine publisher. He is also the Chairman and Managing Director of Spenta Digital Media Private Limited, The Smart Manager Media Private Limited and MW Com Private Limited. He is a member of Central Governing Council and Chairman of Services Export Promotion Council (SEPC) of the Ministry of Commerce, Government of India. Further, he is also an Independent Director of ECGC (Export Credit Guarantee Corporation) Ministry of Commerce, Government of India. Mr. Davar is also associated with various public organizations.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Maneck Davar for the office of Director of the Company. The Company has also received a declaration from Mr. Maneck Davar that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

In the opinion of the Board, Mr. Maneck Davar fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations, as amended from time to time. Details of Mr. Maneck Davar, 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. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Maneck Davar is appointed as Non-Executive Independent Director. Copy of the letter for appointment of Mr. Maneck Davar as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members. The resolution seeks the approval of members for the appointment of Mr. Maneck Davar as Non Executive Independent Director of the Company and he shall not be liable to retire by rotation.

Save and except, Mr. Maneck Davar 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 Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

The Board of Directors of the Company had appointed Mrs. Shalini D. Piramal as Managing Director of the Company on 26th March, 2015 for the period of 5 (five) years. The said term of Mrs. Shalini D. Piramal ended on 25th March, 2020. Considering the vast experience and expertise of Mrs. Shalini D. Piramal, the Board of Directors of the Company (“Board”), on recommendation of the Nomination and Remuneration Committee, has re-appointed Mrs. Shalini D. Piramal as Managing Director for a further term of 5 (five) years with effect from 26th March, 2020 to 25th March, 2025 (both days inclusive) upon the terms & conditions including the remuneration as detailed in the Agreement to be entered into between the Company, subject to requisite approval of the members.

Mrs. Shalini D. Piramal, is a Graduate and is in the employment of the Company since 2007. She has over 13 years of experience in business related activities.

Mrs. Shalini D. Piramal fulfils the conditions specified in the Act and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time.

Details of Mrs. Shalini D. 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.

The draft of the Agreement to be entered into between the Company and Mrs. Shalini D. Piramal, as ‘Managing Director’ of the Company is open for inspection by the Members up to the date of the AGM.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information

- a. Nature of Industry: The Company is mainly engaged in the business of real estate activities, trading in hard and soft luggage and investments.
- b. Date or expected date of commencement of commercial production: Not applicable (Company is an existing company).
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- d. Financial Performance based on given indicators: The Revenue from Operations of your Company for the year ended 31st March, 2020 was at Rs. 30,720 thousand (Previous Year Rs. 32,570 thousand), a de-growth of around 5.68%. Profit after Tax for the year under review amounted to Rs. 10,543 thousand (Previous Year Rs. 5,172 thousand).
- e. Foreign Investment or collaborations, if any: The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

2. Information about the Appointee

- a. Background details: Mrs. Shalini D. Piramal, is a Graduate and is in the employment of the Company since 2007. She has over 13 years of experience in business related activities.
- b. Past remuneration: The details of the past remuneration are mentioned in Annexure A of the Board's Report under Table VI which relates to Remuneration of Directors and Key Managerial Personnel.
- c. Job profile and her suitability: The Board of Directors of the Company had appointed Mrs. Shalini D. Piramal as Managing Director of the Company on 26th March, 2015 for the period of 5 (five) years. The said term of Mrs. Shalini D. Piramal ended on 25th March, 2020. Considering the vast experience and expertise of Mrs. Shalini D. Piramal, the Board of Directors of the Company ("Board"), on recommendation of the Nomination and Remuneration Committee, has re-appointed Mrs. Shalini D. Piramal as Managing Director for a further term of 5 (five) years with effect from 26th March, 2020 to 25th March, 2025 (both days inclusive) upon the terms & conditions including the remuneration as detailed in the Agreement to be entered with the Company.

Taking into consideration, the qualifications, varied experience and achievements, the Board had bestowed upon Mrs. Shalini D. Piramal, the responsibilities of Managing Director of the Company and continues to consider her suitable for the position.

- d. Remuneration proposed: In accordance with the terms of appointment approved by the members at the 134th Annual General Meeting held on 30th September, 2015, the Company proposes to pay Minimum Remuneration to Mrs. Shalini D. Piramal in case of absence/ inadequacy of profits as per the Schedule V of the Companies Act, 2013
- e. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Remuneration of Mrs. Shalini D. Piramal is as per the industry and size of the Company. The proposed remuneration is commensurate with the prevailing level for position of business leaders in the market.
- f. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Except for drawing remuneration in her professional capacity, there is no other pecuniary relationship with the Company or with the managerial personnel of the Company.

3. Other Information

- a. Reasons of loss or inadequate profits: The Company's business area predominantly relates to real estate and trading in hard and soft luggage, the pace of progress in these sectors to a large extent affects the results of the Company. As there was no significant demand in the real estate business from quite some time and also the performance of the Company was adversely affected due to outbreak of COVID-19 pandemic, therefore the Company has inadequate profits.

- b. Steps taken or proposed to be taken for improvement: The Company is on a growth path and is expected to make profits in future.
- c. Expected increase in productivity and profits in measurable terms: The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

Taking into consideration the above and the terms of appointment (including payment of Minimum Remuneration) agreed with Mrs. Shalini D. Piramal as previously approved by the members of the Company at the AGM held on 30th September, 2015 and based on the recommendations of the Nomination and Remuneration Committee has re-appointed Mrs. Shalini D. Piramal as Managing Director for a further term of 5 (five) years with effect from 26th March, 2020 to 25th March, 2025 (both days inclusive) upon the terms & conditions including the remuneration as detailed in the Agreement to be entered into between the Company, subject to requisite approval of the members.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary in addition to the perquisites subject to the limits stipulated under Schedule V read with Sections 196 and 197 of the Companies Act, 2013, are payable.

Save and except, Mrs. Shalini D. Piramal and her 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. 5 of the Notice.

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

Annexure 1
DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	Mrs. Shalini D. Piramal	Mr. Maneck Davar
Date of Birth	01.03.1965	05.03.1958
Date of First Appointment	26.03.2015	14.02.2020
Experience in specific functional area	Corporate Management	Corporate Management
Qualifications	Bachelor of Commerce	Degree in Arts
Key terms and conditions of appointment/ reappointment	As per Agreement	As per letter of appointment
Number of Meetings of the Board attended during FY 2019-20	4 out of 4	1* out of 1
No. of Equity shares held in the Company	Nil	Nil
Directorship held in other Companies	1. DGP Enterprises Private Limited 2. DGP Securities Limited 3. Gazelle Travels Private Limited 4. Alcon Finance and Investments Limited 5. DGP Capital Management Limited	1. Spenta Publishers Private Limited 2. Spenta Management Private Limited 3. Spenta Digital Media Private Limited 4. Spenta Multimedia Private Limited 5. Mumbai Boat Show Private Limited 6. Smart Manager Media Private Limited 7. MW COM (India) Private Limited 8. Foods and Inns Limited
Remuneration sought to be paid	As per existing approved terms and conditions	Sitting Fees
Remuneration last drawn	₹ 36,28,800/-	₹ 20,000/-
Membership/Chairmanship of Committees of other public companies	DGP Securities Limited - CSR Committee: Member	-
Relationship with other Directors/Managers, KMP's	None	None

* Mr. Maneck Davar has been appointed as an additional director (Non Executive, Independent) of the Company at the board meeting held on 14th February, 2020

By the Order of the Board of Directors

Kunal Chhatwani
Company Secretary

Place: Mumbai

Date: 29th June, 2020

Registered Office:

5th Floor, DGP House, 88C,

Old Prabhadevi Road, Mumbai - 400 025

Maharashtra, India

CIN: L24239MH1982PLC000047