



KEMP & COMPANY LTD.

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

18th August, 2022

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

Scrip Code: 506530

Sub: Proceedings of 141st Annual General Meeting (“AGM”)

Dear Sir/ Madam,

Further to our letter dated 27th May, 2022, we wish to inform that the 141st Annual General Meeting (“AGM”) of Kemp & Company Ltd. (“the Company”) was held on Thursday, 18th August, 2022 at 3:00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the business(es) mentioned in the Notice convening 141st AGM 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**

Karan Gudhka
Company Secretary

Encl. as above



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Annexure –I

Proceedings of the 141st Annual General Meeting

The 141st Annual General Meeting (“AGM”) of the Members of Kemp & Company Limited (“the Company”) was held on Thursday, August 18, 2022 at 3:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The Meeting commenced at 3:00 p.m. Mr. Dilip G. Piramal, Non-Executive Director of the Company chaired the meeting. The requisite quorum being present, the Chairman called the Meeting to order. The following Directors were present at the meeting introduced themselves:

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

The Chairman introduced Mr. Sunil Gupta, Chief Financial Officer and Mr. Karan Gudhka, Company Secretary. Mr. Vijay Jain, Partner of M/s. M L Bhuwania and Co. LLP, Chartered Accountants, Statutory Auditors and Mrs. Ragini Chokshi, Representative of Secretarial Auditor of the Company attended the meeting through VC/OAVM.

The Chairman requested Mr. Karan Gudka, Company Secretary to make statutory announcements. Mr. Karan Gudhka then stated that One Hundred and Forty First Annual General Meeting of the Company was convened through Video Conferencing or Other Audio Visual Means, in accordance with various circulars issued by the Ministry of Corporate Affairs (‘MCA’) and the Securities and



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Exchange Board of India ('SEBI') in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015.

Mr. Karan Gudhka 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 to be transacted at the 141st Annual General Meeting, by way of remote e-voting, between Monday, 15th August, 2022 at 9:00 a.m. to Wednesday, 17th August, 2022 at 5:00 p.m. in proportion to their shareholding, as on the cut-off date i.e. Thursday, 11th August, 2022. 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.

Mr. Karan Gudhka 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.

Mr. Karan Gudhka 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.

Mr. Karan Gudhka 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.



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The following items of business, as per the Notice of AGM dated 27th May, 2022, were transacted at the meeting:

1. Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon
2. Declaration of dividend on equity shares for the financial year 2021-22
3. Re-appointment of Mrs. Shalini Piramal (DIN- 01365328), who retires by rotation and being eligible, seeks re-appointment
4. Re-appointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants as statutory auditors of the Company pursuant to completion of their current tenure
5. Revision in terms of appointment and remuneration of Mrs. Shalini D. Piramal (DIN: 01365328), Managing Director of the Company
6. Approval for Material Related Party Transactions with Vibhuti Investments Company Limited
7. Approval for Material Related Party Transactions with VIP Industries Limited
8. Approval for Material Related Party Transactions with Mrs. Shalini D. Piramal
9. Approval for Material Related Party Transactions with Mr. Sunil Gupta

After transacting the Business of the meeting, Chairman 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 and also on the websites of BSE Ltd., and NSDL within 2 (two) working days from conclusion of the time of the meeting.

The Chairman thanked all the members for taking their time out to join the 141st 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



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vote can cast their vote. The Chairman then concluded the meeting at 03:04 p.m. and declared the proceedings as closed.

For Kemp & Company Limited

Date: 18th August, 2022
Place: Mumbai

Karan Gudhka
Company Secretary