



KEMP & COMPANY LIMITED

Regd. Office: 5th Floor, DGP House, 88 C, Old Prabhadevi Road, Mumbai – 400 025, Maharashtra

CIN: L24239MH1982PLC000047

Tel.: +91-22-6653 9000; Fax: +91-22-6653 9089;

Email: kemp-investor@kempnco.com; Website: www.kempnco.com

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions if any, it is proposed to transact the special business as set out hereunder by the members of the Company by passing of Special Resolutions by way of Postal Ballot / Electronic Voting (e-voting). The proposed Special Resolutions and Explanatory Statement setting out the material facts concerning the item of special business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto along with a Postal Ballot Form and postage prepaid envelope for your consideration.

The Board of Directors of the Company has appointed Ms. Ragini Chokshi of M/s. Ragini Chokshi & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-voting process in accordance with the provisions of the Act and the Rules made thereunder in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 5:00 p.m. on Monday, 25th March, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means" in this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman or any other director authorized by him in writing after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Wednesday, 27th March, 2019 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.kempnco.com.

SPECIAL BUSINESS:

RESOLUTION NO. 1 - Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777) till ensuing Annual General Meeting

To consider and if thought fit, to pass the following resolution as a **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) as Non-Executive Director of the Company, who has already attained 75 years of age, till the ensuing Annual General Meeting."

RESOLUTION NO. 2 - Continuation of Directorship of Mr. Ranjan Sanghi (DIN: 00275842) till his original term up to 25th September, 2019 and re-appointment of Mr. Ranjan Sanghi as Non-Executive Independent Director of the Company for a further period of 5 (five) years w.e.f. 26th September, 2019 to 25th September, 2024

To consider and if thought fit, to pass the following resolution as a **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. Ranjan Sanghi (DIN: 00275842) as Non-Executive Independent Director of the Company, who is attaining age of 75 years.”

“RESOLVED FURTHER THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, Mr. Ranjan Sanghi (DIN: 00275842) who was appointed as Non-Executive Independent Director of the Company for a term of 5 years commencing from 26th September, 2014 to 25th September, 2019 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Act and applicable Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years w.e.f. 26th September, 2019 to 25th September, 2024 (second term) on the Board of the Company.”

By Order of the Board of Directors

Sd/-
Kunal Chhatwani
Company Secretary

Place: Mumbai
Date: 11th February, 2019

Registered Office:

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

NOTES

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 15th February, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 15th February, 2019 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to kemp-investor@kempnco.com. The registrar and share transfer agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 15th February, 2019. The postal ballot period commences on Sunday, 24th February, 2019 at 9:00 a.m. and ends on Monday, 25th March, 2019 at 5:00 p.m.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. Members cannot exercise votes by proxy on Postal Ballot.
9. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Monday, 25th March, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 p.m. (IST) on Monday, 25th March, 2019 shall be deemed invalid.
10. The Scrutinizer will submit her report to the Chairman or any other director authorized by him in writing after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before Wednesday, 27th March, 2019 and will also be displayed on the Company website www.kempnco.com and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 25th March, 2019 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.

12. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company between 3.00 P.M. to 5.00 P.M. on all working days (except Saturday & Sunday) from the date of dispatch of the Notice, up to and including the last date of voting i.e. 25th March, 2019.

13. Voting through electronic means:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the relevant Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

- (i) The voting period begins on Sunday, 24th February, 2019 at 9:00 a.m. and ends on Monday, 25th March, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 15th February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (“the Act”)

The following Statement sets out all material facts relating to the special business under item no. 1 to 2 of the accompanying Notice dated 11th February, 2019:-

Item no. 1

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, has been notified on 9th May, 2018 which requires every listed company to pass a special resolution for appointing or continue the directorship of Non-Executive Director on attaining the age of 75 years. This amendment will come into effect from 1st April, 2019.

Mr. M.K. Arora is a Non-Executive Director of the Company. Mr. M. K. Arora, is a qualified Company Secretary, and 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 of association would benefit the Company and it is necessary to avail the services of Mr. Arora as a Non-Executive Director.

Hence, to comply with the above regulatory requirement, it is proposed to continue the appointment of Mr. M.K. Arora as Non-Executive Director till ensuing Annual General Meeting of the Company by seeking approval of Members by way of Special Resolution.

Details of Mr. M.K. Arora 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. 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. 1 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Item no. 2

Mr. Ranjan Sanghi (DIN: 00275842) was appointed as Non-Executive Independent Director on the Board of the Company for a term of 5 (five) years w.e.f. 26th September, 2014 up to 25th September, 2019. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, has been notified on 9th May, 2018 which requires every listed company to pass a special resolution for appointing or continue the directorship of Non-Executive Independent Director on attaining the age of 75 years. This amendment will come into effect from 1st April, 2019.

Mr. Ranjan Sanghi is a Non-Executive Independent Director of the Company. Mr. Sanghi is a Commerce Graduate and is a well known Industrialist with an experience of more than five decades in Automobile Industry. The Board, based on the performance evaluation and as per the recommendation of Nomination & Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Sanghi would be beneficial to the Company and it is necessary to avail the services of Mr. Sanghi as an Independent Director.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ranjan Sanghi for the office of Director of the Company. The Company has also received a declaration from Mr. Ranjan Sanghi that he meets the criteria of 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. Ranjan Sanghi fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations as amended from time to time. Keeping in view the vast experience and knowledge of Mr. Sanghi, it will be in the interest of the Company that Mr. Sanghi is appointed as Non-Executive Independent Director of the Company. Copy of the draft letter for

re-appointment of Mr. Ranjan Sanghi as Non-Executive Independent Director setting out the terms and conditions is available for inspection by members of the Company.

It is proposed to continue the appointment of Mr. Ranjan Sanghi as Non-Executive Independent Director till the expiry of his term of appointment i.e up to 25th September, 2019 and also to re-appoint him as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years w.e.f. 26th September, 2019 to 25th September, 2024 (second term) on the Board of the Company.

Details of Mr. Ranjan Sanghi 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. Ranjan Sanghi 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. 2 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 2 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-
Kunal Chhatwani
Company Secretary

Place: Mumbai
Date: 11th February, 2019

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

Additional information on director recommended for appointment or seeking continuation of present term as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Name of the Director	Mr. M. K. Arora	Mr. Ranjan Sanghi
Date of Birth	05-04-1941	06-05-1944
Date of First Appointment	29-09-2011	25-06-1984
Expertise in specific functional areas	Experience of more than 4 decades in the Corporate Law and General Management	Experience of more than 5 decades in Automobile Industry
Qualifications	M.Com, CS, LLB	B.Com
Key terms and conditions of appointment / reappointment	As per the draft letter of appointment	As per the draft letter of appointment
The number of Meetings of the Board attended during the FY 2018-19 (i.e. up to Feb 11, 2019)	5 out of 5	4 out of 5
Number of Equity Shares held in the Company	Nil	Nil
Directorship held in other companies	<ul style="list-style-type: none"> • Vibhuti Investments Co. Ltd., • Priya Ltd., • Priya International Ltd., • Kiddy Plast Ltd., • Windsor Machines Ltd., • DGP Enterprises Pvt. Ltd., • DGP Capital Management Ltd., • Trimurti Glass Containers Limited • Blow Plast Retail Ltd. 	<ul style="list-style-type: none"> • Bajaj Finance Ltd. • HDFC Trustees Co. Ltd. • Morarjee Textiles Ltd. • Suraj Sanghi Finance Ltd. • Rajesh Sanghi Auto Traders Pvt. Ltd. • Sah & Sanghi Auto Agencies Pvt. Ltd. • Tyresoles Concessionaires Pvt. Ltd.
Remuneration sought to be paid	Sitting Fees	Sitting Fees
Remuneration last drawn	Not applicable	Not applicable
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship)	<ul style="list-style-type: none"> • Windsor Machines Limited • Priya Limited • Priya International Limited • Kemp & Company Limited 	<ul style="list-style-type: none"> • Morarjee Textiles Ltd. • Bajaj Finance Limited • HDFC Trustee Co. Ltd.
Relationships with other Directors / Managers / KMP's	Nil	Nil