



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

15th September, 2023

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

Scrip Code: 506530

Sub: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the 142nd Annual General Meeting of Kemp & Company Limited, along with the Consolidated Scrutinizer's Report.

Thanking you,

Yours faithfully,
For Kemp & Company Limited

Karan Gudhka
Company Secretary

Encl. a/a

Kemp & Company Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56870	17.7830	56868	2	99.9965	0.0035
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56870	17.7830	56868	2	99.9965	0.0035
Total		1080200	816350	75.5740	816348	2	99.9998	0.0002

Raman Gadhka

Kemp & Company Limited

Resolution Required : (Ordinary)

2 - To declare dividend on equity shares for the financial year 2022-23.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={(2)/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={(4)/[2]}*100	% of Votes against on votes polled [7]={(5)/[2]}*100
Promoter and Promoter Group	E-Voting	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56870	17.7830	56868	2	99.9965	0.0035
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56870	17.7830	56868	2	99.9965	0.0035
Total		1080200	816350	75.5740	816348	2	99.9998	0.0002

K. Damangudhka

Kemp & Company Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Dilip G. Piramal (DIN- 00032012), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, seeks re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56540	17.6798	56538	2	99.9965	0.0035
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56540	17.6798	56538	2	99.9965	0.0035
Total		1080200	816020	75.5434	816018	2	99.9998	0.0002

Raman Godhika

Kemp & Company Limited

Resolution Required : (Special)			4 - To consider Re-appointment of Mr. Satyen Dalal (DIN: 00062822) as Non-Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 28th September, 2023 up to 27th September, 2028.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56870	17.7830	56758	112	99.8031	0.1969
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56870	17.7830	56758	112	99.8031	0.1969
Total		1080200	816350	75.5740	816238	112	99.9863	0.0137

Raman Godhika



Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Date : 15.09.2023

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

To,
The Chairman,
142nd Annual General Meeting (AGM)
of **KEMP & COMPANY LIMITED**
Held on Friday, September 15, 2023 at 05:00 P.M.

Dear Sir,

1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Company., a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as the Scrutinizer by the Board of Directors of **KEMP & COMPANY LIMITED** (the "Company") for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 on the businesses contained in the Notice of the AGM of the Members of the Company, held on Friday, September 15, 2023 at 05:00 P.M. (IST) through Video Conferencing facility / Other Audio Visual Means ('VC / OAVM').

2. Our Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 142nd AGM of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's

Report on the voting on the resolutions set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited (NSDL), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

3. Dispatch of Notice convening AGM

- i) Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs, advertisement was published on Friday, August 25, 2023 in Pratahkal, Mumbai (Marathi Edition) and on Saturday, August 26, 2023 in Business Standard, Mumbai (English Edition), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of AGM on its website namely www.kempnco.com and also uploaded the same on the website of the Stock Exchange i.e. www.bseindia.com
- iii) The Company completed dispatch of Notice of AGM on August 23, 2023 by E-mail to Members who had registered their email addresses with the Company / Depositories.

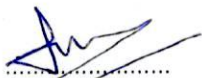
4. Cut-off date

Voting rights were reckoned as on Friday, September 07, 2023 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

5. Remote e-voting process

- i) **Agency:** The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the AGM.
- ii) **Remote e-voting period:** The Remote e-voting remained open from 09:00 a.m. on Tuesday, September 12, 2023 and ended on Thursday, September 14, 2023 at 5:00 p.m.

The votes cast were unblocked on September 15, 2023 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same.



Name: Kundan Thakur



Name: Durvesh Padte

- iii) **Voting at the AGM:** After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL).

The e-votes cast were unblocked on, September 15, 2023 after 15 minutes of conclusion of proceedings of AGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the AGM based on the reports downloaded from the e-voting website of National Securities Depository Limited (NSDL) and relied upon by me as under:



CONSOLIDATED RESULTS**ORDINARY BUSINESS:****Item No 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	816238	1	110	16	816348	100
Dissent	1	2	0	0	1	2	-
Total	16	816240	1	110	17	816350	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	816350	100
Assented to Resolution	816348	100
Dissented to Resolution	2	-

Item No 2: Ordinary Resolution

To declare dividend on equity shares for the financial year 2022-23.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	816238	1	110	16	816348	100
Dissent	1	2	0	0	1	2	-
Total	16	816240	1	110	17	816350	100



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	816350	100
Assented to Resolution	816348	100
Dissented to Resolution	2	-

Item No 3: Ordinary Resolution

To appoint a Director in place of Mr. Dilip G. Piramal (DIN: 00032012), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, seeks re-appointment.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	815908	1	110	15	816018	100
Dissent	1	2	0	0	1	2	-
Total	15	815910	1	110	16	816020	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	816020	100
Assented to Resolution	816018	100
Dissented to Resolution	2	-

Special Business:

Item No: 4: Special Resolution

Re-appointment of Mr. Satyen Dalal (DIN: 00062822) as Non-Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 28th September, 2023 up to 27th September, 2028.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	816238	0	0	15	816238	100
Dissent	1	2	1	110	2	112	-
Total	16	816240	1	110	17	816350	100



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	816350	100
Assented to Resolution	816238	100
Dissented to Resolution	112	-

RESULTS:

The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under remote e-Voting and e-voting at the AGM has been handed over to the Company Secretary for safe custody.

The above-mentioned resolutions are passed with requisite majority as on the date of the 142nd AGM of the Company i.e. Friday, September 15, 2023.

Yours faithfully,

Thanking You,

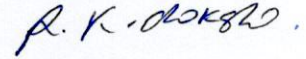
Place: Mumbai
Date: 15/09/2023

Countersigned by
KEMP & COMPANY LIMITED



Company Secretary

For RAGINI CHOKSHI & COMPANY
(Company Secretaries)



RAGINI CHOKSHI
(Partner)
Membership No:2390
C.P. Number: 1436
UDIN: F002390E001020715

Date: 15/09/2023
Place: Mumbai