



**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

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18<sup>th</sup> August, 2022

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 141<sup>st</sup> Annual General Meeting of Kemp & Company Limited, alongwith the Consolidated Scrutinizer's Report.

Thanking you,

Yours faithfully,  
For Kemp & Company Limited

Karan Gudhka  
Company Secretary

Encl.: As above

**KEMP & COMPANY LIMITED**

**Format for Voting Results**

Date of AGM		18 <sup>th</sup> August, 2022						
Total Number of Shareholders as on Record Date		567						
Number of Shareholders present in the meeting either in person or through Proxy;		Not Applicable as the meeting was conducted 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.						
Promoters and Promoter Group								
Public								
Number of Shareholders attended the meeting through Video Conferencing ;		14						
Promoters and Promoter Group		3						
Public		11						
Agenda- wise Disclosure								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the 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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[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
	<b>Total</b>		<b>759480</b>	<b>100.0000</b>	<b>759480</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	56756	17.7473	56756	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
	<b>Total</b>		<b>56756</b>	<b>17.7473</b>	<b>56756</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>816236</b>	<b>75.5634</b>	<b>816236</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Daman Godhka*

Agenda- wise Disclosure								
Resolution Required : (Ordinary)			2 - To declare dividend on equity shares for the financial year 2021-22.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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
	<b>Total</b>		<b>759480</b>	<b>100.0000</b>	<b>759480</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	56756	17.7473	56756	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
	<b>Total</b>		<b>56756</b>	<b>17.7473</b>	<b>56756</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>816236</b>	<b>75.5634</b>	<b>816236</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gadhka*

Agenda- wise Disclosure								
Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mrs. Shalini PIRAMAL (DIN- 01365328), who retires by rotation and being eligible, seeks re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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
	<b>Total</b>		<b>759480</b>	<b>100.0000</b>	<b>759480</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	56756	17.7473	56756	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
	<b>Total</b>		<b>56756</b>	<b>17.7473</b>	<b>56756</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>816236</b>	<b>75.5634</b>	<b>816236</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gudhka*

Agenda- wise Disclosure								
Resolution Required : (Special)			4 - To consider reappointment of M/s. M L Bhuwania and Co., LLP, Chartered Accountants as statutory auditors of the Company pursuant to completion of their current tenure and to pass the following resolution as an Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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
	<b>Total</b>		<b>759480</b>	<b>100.0000</b>	<b>759480</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	56756	17.7473	56756	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
	<b>Total</b>		<b>56756</b>	<b>17.7473</b>	<b>56756</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>816236</b>	<b>75.5634</b>	<b>816236</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gadhka*

Agenda- wise Disclosure								
Resolution Required : (Special)			5 - To consider revision in terms of appointment and remuneration of Mrs. Shalini D. Piramal (DIN: 01365328), Managing Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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
	<b>Total</b>		<b>759480</b>	<b>100.0000</b>	<b>759480</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	56426	17.6442	56426	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
	<b>Total</b>		<b>56426</b>	<b>17.6442</b>	<b>56426</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>815906</b>	<b>75.5329</b>	<b>815906</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gudhka*

Agenda- wise Disclosure								
Resolution Required : (Special)			6 - To consider and approve material related party transaction with Vibhuti Investments Company Limited for the monthly tenancy of the premises situated at DGP House, 88C, Old Prabhadevi Road, Mumbai.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	759480	23610	3.1087	23610	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
	<b>Total</b>		<b>23610</b>	<b>3.1087</b>	<b>23610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	54847	17.1504	54847	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
	<b>Total</b>		<b>54847</b>	<b>17.1504</b>	<b>54847</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>78457</b>	<b>7.2632</b>	<b>78457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gadhka*

Agenda- wise Disclosure								
Resolution Required : (Ordinary)			7 – To consider and approve material related party transaction with VIP Industries Limited for buying the products.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	759480	23610	3.1087	23610	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
	<b>Total</b>		<b>23610</b>	<b>3.1087</b>	<b>23610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	54847	17.1504	54847	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
	<b>Total</b>		<b>54847</b>	<b>17.1504</b>	<b>54847</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>78457</b>	<b>7.2632</b>	<b>78457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gadhka*



Agenda- wise Disclosure								
Resolution Required : (Ordinary)			8 – To consider and approve material related party transaction with Mrs. Shalini D. Piramal, Managing Director, for payment of remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	759480	23610	3.1087	23610	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
	<b>Total</b>		<b>23610</b>	<b>3.1087</b>	<b>23610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	54517	17.0472	54517	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
	<b>Total</b>		<b>54517</b>	<b>17.0472</b>	<b>54517</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>78127</b>	<b>7.2326</b>	<b>78127</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gudhka*

**Agenda- wise Disclosure**

Resolution Required : (Ordinary)			9 – To consider and approve material related party transaction with Mr. Sunil Gupta, Chief Financial Officer, for payment of remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	759480	23610	3.1087	23610	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
	<b>Total</b>		<b>23610</b>	<b>3.1087</b>	<b>23610</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	319800	54847	17.1504	54847	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
	<b>Total</b>		<b>54847</b>	<b>17.1504</b>	<b>54847</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>78457</b>	<b>7.2632</b>	<b>78457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Raman Gudhka*



# 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 : 18/08/2022

### 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,  
141<sup>st</sup> Annual General Meeting (AGM) of  
KEMP & COMPANY LIMITED  
Held on Thursday, August 18<sup>th</sup>, 2022 at 03:00 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 141<sup>st</sup> 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 dated May 27, 2022 of the 141<sup>st</sup> AGM of the Members of the Company, held on Thursday, August 18, 2022 at 03:00 pm (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 141<sup>st</sup> 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, December 14, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs, advertisement was published on July 27, 2022 in Business Standard, Mumbai (English Edition) and on July 27, 2022 in Pratahkal, Mumbai (Marathi 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 141<sup>st</sup> AGM on its website namely [www.kempnco.com](http://www.kempnco.com) and also uploaded the same on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- iii) The Company completed dispatch of Notice of 141<sup>st</sup> AGM on Monday, July 25, 2022 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 Thursday, August 11, 2022 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 Monday, August 15, 2022 and ended on Wednesday, August 17, 2022 at 5:00 p.m.

The votes cast were unblocked on August 18, 2022 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.



Kundan

Name: Kundan Thakur

Durvesh Padte

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, August 18, 2022 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 31<sup>st</sup> March, 2022 together with the Report of the Board of Directors and Auditors thereon.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	816236	0	0	17	816236	100
Dissent	0	0	0	0	0	0	0
Total	17	816236	0	0	17	816236	100

##### Item No 2: Ordinary Resolution

To declare dividend on equity shares for the financial year 2021-22.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	816236	0	0	17	816236	100
Dissent	0	0	0	0	0	0	0
Total	17	816236	0	0	17	816236	100



**Item No: 3 Ordinary Resolution**

To appoint a Director in place of Mrs. Shalini D. Piramal (DIN: 01365328), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	816236	0	0	17	816236	100
Dissent	0	0	0	0	0	0	0
Total	17	816236	0	0	17	816236	100

**Item No: 4 Ordinary Resolution**

To consider reappointment of M/s. M. L. Bhuwania and Co., LLP, Chartered Accountants as statutory auditors of the Company pursuant to completion of their current tenure.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	816236	0	0	17	816236	100
Dissent	0	0	0	0	0	0	0
Total	17	816236	0	0	17	816236	100

**SPECIAL BUSINESS:**

**Item No 5: Special Resolution**

To consider revision in terms of appointment and remuneration of Mrs. Shalini D. Piramal (DIN: 01365328), Managing Director of the Company.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	815906	0	0	16	815906	100
Dissent	0	0	0	0	0	0	0
Total	16	815906	0	0	16	815906	100



**Item No: 6 Ordinary Resolution**

To consider and approve material related party transaction with Vibhuti Investments Company Limited for the monthly tenancy of the premises situated at DGP House, 88C, Old Prabhadevi Road, Mumbai.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	78457	0	0	15	78457	100
Dissent	0	0	0	0	0	0	0
Total	15	78457	0	0	15	78457	100

**Item No: 7 Ordinary Resolution**

To consider and approve material related party transaction with VIP Industries Limited for buying the products.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	78457	0	0	15	78457	100
Dissent	0	0	0	0	0	0	0
Total	15	78457	0	0	15	78457	100

**Item No: 8 Ordinary Resolution**

To consider and approve material related party transaction with Mrs. Shalini D. Piramal, Managing Director, for payment of remuneration.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	78127	0	0	14	78127	100
Dissent	0	0	0	0	0	0	0
Total	14	78127	0	0	14	78127	100



**Item No: 9 Ordinary Resolution**

To consider and approve material related party transaction with Mr. Sunil Gupta, Chief Financial Officer, for payment of remuneration.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	78457	0	0	15	78457	100
Dissent	0	0	0	0	0	0	0
Total	15	78457	0	0	15	78457	100

**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 deemed to be passed with requisite majority as on the date of the 141<sup>st</sup> AGM of the Company i.e. Thursday, August 18, 2022.

Yours faithfully,  
Thanking You,

Countersigned by  
**KEMP & COMPANY LIMITED**



Karan Gudhka  
(Company Secretary)

For **RAGINI CHOKSHI & COMPANY**  
(Company Secretaries)





**RAGINI CHOKSHI**  
(Partner)  
Membership No:2390

C.P. Number: 1436  
UDIN: F002390D000813090

Place: Mumbai  
Date: 18/08/2022