



**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

30<sup>th</sup> September, 2020

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,

This is to inform you that the 139<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Tuesday, 29<sup>th</sup> September, 2020 at 11:00 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 read with circular dated 12<sup>th</sup> May, 2020 issued by the SEBI.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made there under, as amended (“Rules”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for remote e-voting to the shareholders as on Tuesday, 22<sup>nd</sup> September, 2020 (being cut-off date for the purpose of e-voting) to cast their votes on the items of business stated in the AGM Notice. The remote e-voting system was open from Saturday, 26<sup>th</sup> September, 2020 (9.00 am) to Monday, 28<sup>th</sup> September, 2020 (5.00 pm). Since the meeting was conducted through VC/OAVM, the Company had provided the facility of voting through e-voting system during the AGM (“e-voting”).

The Company has now received the Consolidated Scrutinizer’s Report, confirming details of voting through remote e-voting and through Ballot voting at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of AGM i.e. on 29<sup>th</sup> September, 2020.

A disclosure of voting results of the meeting in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the business considered and approved by the shareholders with an overwhelming majority is enclosed, together with the Scrutinizer’s consolidated report on e-voting. A copy of the same is also being placed on the website of the Company.

Thanking you,

Yours faithfully,  
For Kemp & Company Limited

  
Kunal Chhatwani  
Company Secretary



Encl. a/a

## Kemp & Company Limited

### Format for Voting Results

<b>Date of AGM</b>	29th September, 2020
<b>Total Number of Shareholders as on Record Date (i.e. 22nd September, 2020)</b>	587
<b>Number of Shareholders present in the meeting either in person or through Proxy;</b> Promoters and Promoter Group Public	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 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 read with circular dated 12th May, 2020 issued by the SEBI
<b>Number of Shareholders attended the meeting through Video Conferencing ;</b>	
Promoters and Promoter Group	3
Public	7

### Agenda-wise Disclosure

#### Resolution No. 1 - Adoption of 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

#### Resolution Required : (Ordinary/Special)

Ordinary

#### 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	No. of votes invalid
Promoter and Promoter Group	E-Voting	759480	759480	100.00	759480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>759480</b>	<b>100.00</b>	<b>759480</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	319800	49455	15.4644	49455	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>49455</b>	<b>15.4644</b>	<b>49455</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Total</b>		<b>1080200</b>	<b>808935</b>	<b>74.8875</b>	<b>808935</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

(Please note E Voting includes Remote E - Voting and E - Voting during AGM)





**Resolution No. 2 - Declaration of dividend on equity shares for the financial year 2019-20**

Resolution Required : (Ordinary/Special)			Ordinary						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	759480	759480	100.00	759480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>759480</b>	<b>100.00</b>	<b>759480</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	319800	49455	15.4644	49455	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>49455</b>	<b>15.4644</b>	<b>49455</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Total</b>		<b>1080200</b>	<b>808935</b>	<b>74.8875</b>	<b>808935</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

(Please note E Voting includes Remote E - Voting and E - Voting during AGM)



**Resolution No. 3-Re-appointment of Mrs. Shalini D. Piramal (DIN- 01365328), who retires by rotation and being eligible, seeks re-appointment.**

**Resolution Required : (Ordinary/Special)**

Ordinary

**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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	759480	759480	100.00	759480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>759480</b>	<b>100.00</b>	<b>759480</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	319800	49455	15.4644	49455	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>49455</b>	<b>15.4644</b>	<b>49455</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Total</b>		<b>1080200</b>	<b>808935</b>	<b>74.8875</b>	<b>808935</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

(Please note E Voting includes Remote E - Voting and E - Voting during AGM)





**Resolution No. 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**

Resolution Required : (Ordinary/Special)		Ordinary							
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	759480	759480	100.00	759480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>759480</b>	<b>100.00</b>	<b>759480</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	319800	49455	15.4644	49455	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>49455</b>	<b>15.4644</b>	<b>49455</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Total</b>		<b>1080200</b>	<b>808935</b>	<b>74.8875</b>	<b>808935</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

(Please note E Voting includes Remote E - Voting and E - Voting during AGM)



**Resolution No. 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**

Resolution Required : (Ordinary/Special)			Ordinary						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	759480	759480	100.00	759480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>759480</b>	<b>100.00</b>	<b>759480</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public Non Institutions	E-Voting	319800	49455	15.4644	49455	0	100.00	0.00	0
	Poll		0	0.0000	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>49455</b>	<b>15.4644</b>	<b>49455</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
<b>Total</b>		<b>1080200</b>	<b>808935</b>	<b>74.8875</b>	<b>808935</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

(Please note E Voting includes Remote E - Voting and E - Voting during AGM)





Tel 022-2283 1120  
022-2283 1134



***Ragini Chokshi & Co.***  
***Company Secretaries***

34, Kamer Building, 5<sup>th</sup> Floor, 38 Cawasji Patel Street, Fort, Mumbai- 400 001

E-mail: [ragini.c@rediffmail.com](mailto:ragini.c@rediffmail.com)/[mail@csraginichokshi.com](mailto:mail@csraginichokshi.com)

Web: [csraginichokshi.com](http://csraginichokshi.com)

**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 Chairperson,  
139<sup>th</sup> Annual General Meeting (AGM) of  
KEMP & COMPANY LIMITED  
held on Tuesday, September 29, 2020 at 11:00 a.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, 5<sup>th</sup> 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 139<sup>th</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 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 on the businesses contained in the Notice of the 139<sup>th</sup> AGM of the Members of the Company, held on Tuesday, September 29, 2020 at 11:00 a.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 139<sup>th</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) The notice (in respect of the below mentioned resolutions passed at the AGM of the Company } along with Annual Report 2019-20, as confirmed by the Company was sent to the shareholders on 7<sup>th</sup> September, 2020 through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020. The Company in compliance with the above circulars published Newspaper Advertisement in The Financial Express (English) and Mumbai Lakshadeep (Marathi) on 5<sup>th</sup> September, 2020 i.e. pre-dispatch of Notice to shareholders and also published Newspaper Advertisement in The Financial Express (English) and Mumbai Lakshadeep (Marathi) on 9<sup>th</sup> September, 2020 as per the Companies Act, 2013 i.e. Post dispatch of Notice to shareholders specifying all the necessary information as prescribed under the rules, circulars and Act.
- ii) The Company had availed the facility for conducting remote e-voting by the Shareholders of the Company and also voting through e-voting system during the AGM ("e-voting") offered by National Securities Depository Limited ("NSDL"). The Company hosted the notice of AGM on the website of the Company, National Securities Depository Limited (NSDL) and also uploaded on the websites of the Stack Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

## 4. Cut-off date

Voting rights were reckoned as on Tuesday, September 22, 2020 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

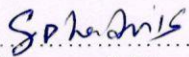
## 5. E-voting process


- 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 9:00 a.m. on Saturday, September 26, 2020 and ended on Monday, September 28, 2020 at 5:00 p.m.





The votes cast were unblocked on Tuesday, 29<sup>th</sup> September 2020 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: Saraswati Phadnis

  
Name: Pradeep Dhuri

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 Tuesday, 29<sup>th</sup> September, 2020 after 15 minutes of conclusion 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

#### **Item No 1: Ordinary Resolution**

Adoption of 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

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	13	808933	100
e-Voting at the AGM	1	2	0.00
Total	14	808935	100

(ii) Voted **against** the resolution:

**NIL**

#### **Item No 2: Ordinary Resolution**

Declaration of dividend on equity shares for the financial year 2019-20





(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	13	808933	100
e-Voting at the AGM	1	2	0.00
Total	14	808935	100

(ii) Voted **against** the resolution:  
**NIL**

**Item No 3: Ordinary Resolution**

Re-appointment of Mrs. Shalini D. Piramal (DIN- 01365328), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	13	808933	100
e-Voting at the AGM	1	2	0.00
Total	14	808935	100

(ii) Voted **against** the resolution:  
**NIL**

**Item No 4: Ordinary Resolution**

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. 14<sup>th</sup> February, 2020 to 13<sup>th</sup> February, 2025

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	13	808933	100
e-Voting at the AGM	1	2	0.00
Total	14	808935	100





- (ii) Voted **against** the resolution:  
**NIL**

**Item No 5: Ordinary Resolution**

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. 26<sup>th</sup> March, 2020 to 25<sup>th</sup> March, 2025

- (i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	13	808933	100
Voting at the AGM	1	2	0.00
Total	14	808935	100

- (ii) Voted **against** the resolution:  
**NIL**

Note: Figures have been rounded off to the nearest two decimal.

**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 139<sup>th</sup> AGM of the Company i.e. Tuesday 29<sup>th</sup> September, 2020.

Yours faithfully,

Thanking You,

Place: Mumbai

Date: 30.09.2020

For RAGINI CHOKSHI & Co.

*R. K. Chokshi*



RAGINI CHOKSHI  
(Partner)

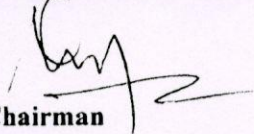
Membership No: 2390

C.P. Number: 1436

UDIN: F002390B000818095



Countersigned  
For KEMP & COMPANY LIMITED

  
Chairman

Place: Mumbai  
Date: 30/09/2020

