



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

POSTAL BALLOT FORM

Sr.No.: 1

1.	Name & Registered Address of the Sole/First named Member (in Block Letters) :	
2.	Name(s) of Joint Member(s) (if any,) (in Block Letters) :	
3.	Registered Folio No. / DP ID No. and Client ID No. :	
4.	Number of Share(s) held :	

I/We hereby exercise my / our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated February 11, 2019 issued by the Company by sending my / our assent / dissent to the said Resolution(s) by placing the tick mark (✓) in the appropriate column below:

Sr. No.	Particulars	No. of equity shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777) till ensuing Annual General Meeting			
2.	Continuation of Directorship of Mr. Ranjan Sanghi (DIN: 00275842) till his original term up to 25 th 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. 26 th September, 2019 to 25 th September, 2024			

Place:

Date:

(Signature of the Member/Beneficial Owner)

ELECTRONIC VOTING PARTICULARS

EVSN [E-Voting Sequence Number]	USER ID	PAN NO. /SEQUENCE NO.
190219012		

NOTE:

- 1) For Instructions, please Refer Postal Ballot Notice.
- 2) Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday, 25th March, 2019 up to 5:00 PM (IST).

INSTRUCTIONS

1. If a member exercises voting rights through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate box.
6. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
 - a) Postal Ballot Form other than one issued by the Company is used;
 - b) if the member's signature does not tally;
 - c) if the member has put a tick mark (✓) in both the columns, that is, for Assent and also for Dissent to the resolution in such manner that the aggregate shares voted for Assent and Dissent exceed the total number of shares held;
 - d) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e) if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated;
 - g) any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m.(IST) on Monday, 25th March, 2019. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, February 15, 2019.
9. A member may request for a duplicate Postal Ballot Form, if so required, from Link Intime Private Limited having its address at: C 101, 247 Park, LBS Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 (Tel: +91 022 - 4918 6270, E-mail: rnt.helpdesk@linkintime.co.in). However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Monday, 25th March, 2019.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.