



**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

September 21, 2016

BSE LIMITED  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001

Scrip Code : 506530

Dear Sir,

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

This is to inform you that the 135<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, the 20<sup>th</sup> September, 2016 at 12.30 p.m. at 78A, MIDC Estate, Satpur, Nashik – 422 007.

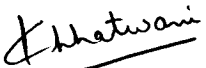
Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made there under, as amended (“Rules”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for remote e-voting to the shareholders as on 13<sup>th</sup> September, 2016 (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, the 17<sup>th</sup> September, 2016 (9.00 am) to Monday, 19<sup>th</sup> September, 2016 (5.00 pm).

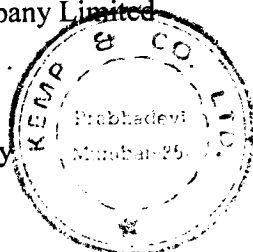
The Company has now received the Consolidated Scrutinizer’s Report, confirming details of voting through remote e-voting and through poll at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of AGM i.e. on 20<sup>th</sup> September, 2016.

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

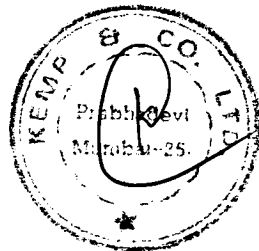


Encl.a/a

Kemp & Company Limited	
Date of AGM	20th September, 2016
Total number of Shareholders on record date	787
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	6
No. of Shareholders attended the meeting through Video-Conferencing:	Nil
Promoters and Promoter Group:	-
Public:	-

**Agenda-wise Disclosure:**

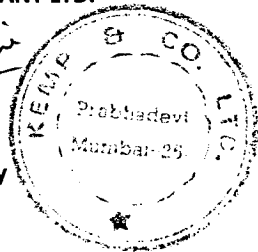
	Category	Mode Of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Resolution No.1 - consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Directors Report and Auditors Report thereon (Ordinary Resolution)	Promoter & Promoter Group	E-Voting	772,480	772,480	100.00	772,480	-	100.00	-	
		Poll		-	-	-	-	-	-	
		Postal Ballot (Not Applicable)		-	-	-	-	-	-	
	Public - Institutional Holders	E-Voting	1,500	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-	
		Postal Ballot (Not Applicable)		-	-	-	-	-	-	
	Public - Non Institution	E-Voting	306,220	53,000	17.31	53,000	-	100.00	-	
		Poll		51,936	16.96	51,936	-	100.00	-	
		Postal Ballot (Not Applicable)		-	-	-	-	-	-	
Total			1,080,200	877,416	81.23	877,416	-	100.00	-	
				772,480	100.00	772,480	-	100.00	-	
				-	-	-	-	-	-	
Resolution No.2 - To declare the Dividend on equity shares for the financial year 2015-16 (Ordinary Resolution)	Promoter & Promoter Group	E-Voting	772,480	-	-	-	-	-	-	
		Poll		-	-	-	-	-	-	
		Postal Ballot (Not Applicable)		-	-	-	-	-	-	
	Public - Institutional Holders	E-Voting	1,500	-	-	-	-	-	-	-
		Poll		-	-	-	-	-	-	
		Postal Ballot (Not Applicable)		-	-	-	-	-	-	
	Public - Non Institution	E-Voting	306,220	53,000	17.31	53,000	-	100.00	-	
		Poll		51,936	16.96	51,936	-	100.00	-	
		Postal Ballot (Not Applicable)		-	-	-	-	-	-	
Total			1,080,200	877,416	81.23	877,416	-	100.00	-	
				772,480	100.00	772,480	-	100.00	-	
				-	-	-	-	-	-	



<b>Resolution No.3</b> - Re-appointment of Mrs. Shalini D. Piramal (DIN-01365328), Director, who retires by rotation (Ordinary Resolution)	Promoter & Promoter Group	E-Voting	772,480	772,480	100.00	772,480	-	100.00	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
Whether promoter/ promoter group are interested in the agenda/resolution? - No	Public - Institutional Holders	E-Voting	1,500	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
	Public: Non Institution	E-Voting	306,220	53,000	17.31	53,000	-	100.00	-
		Poll	-	51,936	16.96	51,936	-	100.00	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
<b>Total</b>		<b>1,080,200</b>	<b>877,416</b>	<b>81.23</b>	<b>877,416</b>	-	<b>100.00</b>	-	
<b>Resolution No.4</b> - Re-appointment of Statutory Auditors of the Company for the financial year ending 31st March, 2017 (Ordinary Resolution)	Promoter & Promoter Group	E-Voting	772,480	772,480	100.00	772,480	-	100.00	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
Whether promoter/ promoter group are interested in the agenda/resolution? - No	Public - Institutional Holders	E-Voting	1,500	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
	Public: Non Institution	E-Voting	306,220	53,000	17.31	53,000	-	100.00	-
		Poll	-	51,936	16.96	51,936	-	100.00	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
<b>Total</b>		<b>1,080,200</b>	<b>877,416</b>	<b>81.23</b>	<b>877,416</b>	-	<b>100.00</b>	-	
<b>Resolution No.5</b> - Approval for related party transactions with Vibhuti Investments Company Limited. (Special Resolution)	Promoter & Promoter Group	E-Voting	772,480	36,610	4.74	36,610	-	100.00	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
Whether promoter/ promoter group are interested in the agenda/resolution? - Yes	Public - Institutional Holders	E-Voting	1,500	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
	Public: Non Institution	E-Voting	306,220	53,000	17.31	53,000	-	100.00	-
		Poll	-	50,027	16.34	50,027	-	100.00	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
<b>Total</b>		<b>1,080,200</b>	<b>139,637</b>	<b>12.93</b>	<b>139,637</b>	-	<b>100.00</b>	-	
<b>Resolution No.6</b> - Approval for related party transactions with VIP Industries Limited(Special Resolution)	Promoter & Promoter Group	E-Voting	772,480	36,610	4.74	36,610	-	100.00	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
Whether promoter/ promoter group are interested in the agenda/resolution? - Yes	Public - Institutional Holders	E-Voting	1,500	-	-	-	-	-	-
		Poll	-	-	-	-	-	-	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
	Public: Non Institution	E-Voting	306,220	53,000	17.31	53,000	-	100.00	-
		Poll	-	50,027	16.34	50,027	-	100.00	-
		Postal Ballot (Not Applicable)	-	-	-	-	-	-	-
<b>Total</b>		<b>1,080,200</b>	<b>139,637</b>	<b>12.93</b>	<b>139,637</b>	-	<b>100.00</b>	-	

For KEMP & COMPANY LTD.

Kunal Chhatwani  
Company Secretary





# 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 : 20/09/2016

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 135<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Kemp And Company Limited held on Tuesday, 20<sup>th</sup> September, 2016 at 12.30 p.m. at 78-A, MIDC Estate, Satpur, Nashik – 422 007.

Respected Sir,

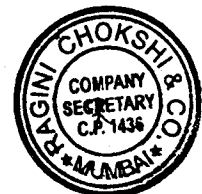
I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as the Scrutinizer by the Board of Directors of Kemp And Company Limited (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 135<sup>th</sup> AGM of the Equity Shareholders of the Company held on Tuesday, 20<sup>th</sup> September, 2016 at 12.30 pm at 78-A, MIDC Estate, Satpur, Nashik – 422 007.

The Notice dated 10<sup>th</sup> August, 2016 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot at the venue of the AGM to those members who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the “cut-off” date of 13<sup>th</sup> September, 2016 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.



The period for remote e-voting commenced on Saturday, 17<sup>th</sup> September, 2016 at 9.00 a.m. and ended on Monday, 19<sup>th</sup> September, 2016 at 5.00 p.m.

On 19<sup>th</sup> September, 2016, after the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced the poll at the AGM for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Mr. Tirthesh Shah (Residing at A/1, Sahishnuta Apts, Rokadia Lane, Borivali (w), Mumbai-92) and Mr. Pradip Dhuri (Residing at Subhas Nagar bldg. no. 2 room no.49 Chembur Mumbai-71) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



-----  
Name: Mr. Tirthesh Shah



-----  
Name: Mr. Pradip Dhuri

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in the presence of two witnesses, Mr. Tirthesh Shah (A/1, Sahishnuta Apts, Rokadia Lane, Borivali (w), Mumbai-92) And Mr Pradip Dhuri (Residing at Subhas Nagar bldg. no. 2 room no.49 Chembur Mumbai-71). They have signed below in confirmation of the votes being unblocked in their presence.



-----  
Name: Mr. Tirthesh Shah



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Name: Mr. Pradip Dhuri

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the AGM.

**The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:**



**Resolution No.1: Ordinary:** To Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Directors Report and Auditors Report thereon.

(i) Voted **in favor** 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	4	8,25,480	100.00
Physical Ballot	6	51,936	100.00
Total	10	8,77,416	100.00

(ii) Voted **against** 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	NIL	NIL	0.00
Physical Ballot	NIL	NIL	0.00
Total	NIL	NIL	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

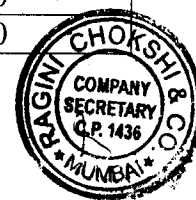
**Resolution No.2: Ordinary:** To declare dividend on equity shares for the Financial Year 2015-2016.

(i) Voted **in favor** 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	4	8,25,480	100.00
Physical Ballot	6	51,936	100.00
Total	10	8,77,416	100.00

(ii) Voted **against** 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	NIL	NIL	0.00
Physical Ballot	NIL	NIL	0.00
Total	NIL	NIL	0.00



(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

**Resolution No.3: Ordinary:** Re-appointment of Mrs. Shalini D. Piramal (DIN-01365328), Director, who retires by rotation.

(i) Voted **in favor** 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	4	8,25,480	100.00
Physical Ballot	6	51,936	100.00
Total	10	8,77,416	100.00

(ii) Voted **against** 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	NIL	NIL	0.00
Physical Ballot	NIL	NIL	0.00
Total	NIL	NIL	0.00

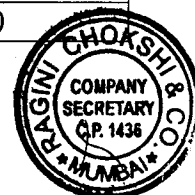
(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

**Resolution No.4: Ordinary:** Re-appointment of Statutory Auditors of the Company for the financial Year ending 31<sup>st</sup> March, 2017.

(i) Voted **in favor** 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	4	8,25,480	100.00
Physical Ballot	6	51,936	100.00
Total	10	8,77,416	100.00



(ii) Voted **against** 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	NIL	NIL	0.00
Physical Ballot	NIL	NIL	0.00
Total	NIL	NIL	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

**Resolution No.5: Special:** Approval for related party transactions with Vibhuti Investments Co. Ltd.

(i) Voted **in favor** 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*	3	89,610	100.00
Physical Ballot*	5	50,027	100.00
Total	8	1,39,637	100.00

(ii) Voted **against** 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	NIL	NIL	0.00
Physical Ballot	NIL	NIL	0.00
Total	NIL	NIL	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

*\* Being a related party, the vote cast by 2 shareholders holding 7,37,779 shares are not considered for voting in the aforesaid resolution.*





**Resolution No.6: Special: Approval for related party transactions with VIP Industries Ltd.**

(i) Voted **in favor** 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*	3	89,610	100.00
Physical Ballot*	5	50,027	100.00
Total	8	1,39,637	100.00

(ii) Voted **against** 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	NIL	NIL	0.00
Physical Ballot	NIL	NIL	0.00
Total	NIL	NIL	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	NIL	NIL

*\* Being a related party, the vote cast by 2 shareholders holding 7,37,779 shares are not considered for voting in the aforesaid resolution.*

All the Resolutions at item nos. 1 to 6 have been passed with requisite majority.



The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

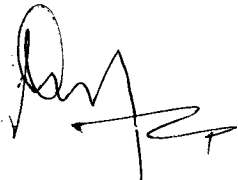
Place: Mumbai

Date: 20/09/2016

Yours faithfully,

**FOR KEMP AND COMPANY LIMITED**

**FOR RAGINI CHOKSHI & CO.**



**CHAIRMAN OF THE  
135<sup>TH</sup> ANNUAL GENERAL MEETING**



**RAGINI CHOKSHI  
(Partner)**

C.P. Number: 1436

Membership number: 2390

