



KEMP & COMPANY LTD.

Registered Office :

5th 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

26th March, 2019

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

Scrip Code: 506530

Dear Sir,

Sub: Submission of Voting Results pursuant to Regulation 44 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated 22nd February, 2019, we are pleased to notify that the resolutions stated in Postal Ballot notice dated 11th February, 2019 has been passed by the shareholders by requisite majority.

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rules made there under, as amended (“said 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 15th February, 2019 (being cut-off date for the purpose of e-voting) to cast their votes on the items of business stated in the Postal Ballot Notice. The voting commenced from Sunday, 24th February, 2019 at 9.00 a.m. ended on Monday, 25th March, 2019 at 5.00 p.m. for seeking consent of the members by way of Special Resolution(s) with respect to the following items of Business:

Special Resolution(s)-

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 25th 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. 26th September, 2019 to 25th September, 2024.

The Company has now received the Scrutinizer’s Report dated 25th March, 2019 issued by Ms. Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. Practicing Company Secretaries, confirming details of voting through e-voting and through Postal Ballot.





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A disclosure of voting results of the Postal Ballot 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 report on e-voting. A copy of the same is also being placed on the website of the Company. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the last date of receipt of Postal Ballot Forms i.e. 25th March, 2019.

Thanking you,

Yours faithfully,

For Kemp & Company Limited

Kunal Chhatwani
Company Secretary



Encl.a/a



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

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman/Director,
Kemp & Company Limited,
5th Floor, DGP House,
88C, Old Prabhadevi Road,
Mumbai - 400 025

Subject: Scrutinizer's Report

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practicing Company Secretaries, having its office at 34, 5th Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of **Kemp & Company Limited** (the "Company") at their Meeting held on February 11, 2019 for Scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner in respect of the Special Resolution:

- I) Continuation of Directorship of Mr. M.K. Arora (DIN: 00031777) till ensuing Annual General Meeting.
- II) Continuation of Directorship of Mr. Ranjan Sanghi (DIN: 00275842) till his original term up to 25th 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. 26th September, 2019 to 25th September, 2024.

I have scrutinized the Postal Ballot forms and e-voting and votes tendered therein; Accordingly, I now submit my report as under:

- a. The E-Voting/ Postal Ballot Process commenced on Sunday, 24th February, 2019 at 09:00 (IST) and ended on Monday, 25th March, 2019 at 5.00 p.m. (IST).



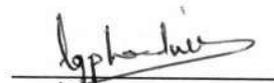
- b. The Company completed the dispatch of Postal Ballot forms on 22nd February, 2019 along with postage pre-paid business reply envelopes to its Members whose names appeared in the Register of Members as on Friday, 15th February, 2019.
- c. Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose as per Companies (Management & Administration) Rules, 2014.
- d. The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes at the office of Link Intime India Pvt. Ltd, Registrar and Transfer Agent (RTA) of the Company, before commencing the scrutiny of Postal Ballot forms.
- e. The ballot boxes containing Postal Ballot forms were opened in our presence after close of voting period i.e. 5. 00 p.m. (IST) on Monday, 25th March, 2019.
- f. The Postal Ballot forms were duly opened in our presence & scrutinized and the Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficial Owners received from the Depositories as on the cut-off-date of Monday, 25th March, 2019.
- g. All Postal Ballot forms/e-voting confirmations received up to 5.00 p.m. (IST), on Monday, 25th March, 2019 the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- h. Envelopes containing Postal- ballot forms received after 5.00 p.m. (IST) on 25th March, 2019 were not considered for our scrutiny.
- i. Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
- j. We have not found any defaced or mutilated ballot paper.
- k. With the support of Link Intime India Pvt. Ltd Registrar and Transfer Agent (RTA), the Postal Ballot Forms were duly scrutinized and the signatures of Members who had not cast their votes electronically, were verified with their specimen signatures registered with RTA /as provided by the depositories.



1. After the end of e-voting period i.e. 5.00 p.m. (IST) on Monday, 25th March, 2019, I have unblocked the electronic votes and downloaded the e-voting Report from the Central Depository Services (India) Limited website in the presence of two witnesses, Mr. Suresh Mishra and Ms. Saraswati Phadnis, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Suresh Mishra



Name: Saraswati Phadnis

The Consolidated Report on the result of the remote e-voting and/ through Postal Ballot in respect of the said Resolutions is as under:

Resolution No.1: Special Resolution:

Continuation of Directorship of Mr. M.K. Arora (DIN:00031777) till ensuing Annual General Meeting

DETAILS OF POSTAL BALLOT RECEIVED FOR RESOLUTION

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	13	822204	100
2.	Less: Invalid Postal Ballot	1	20	--
3.	Net Postal Ballots with valid votes cast	12	822184	100
4.	Postal Ballot with Assent Resolution	12	822184	100
5.	Postal Ballot with Dissent Resolution	--	--	--

DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	2	2	100
Less: Total no. of Invalid Votes	--	--	--
Total no. of Valid Votes	2	2	100
Total no. Votes with Assent	2	2	100
Total no. Vote with Dissent	--	--	--



SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	822186	100
Assented to Resolution	822186	100
Dissented to Resolution	--	--

Resolution No.2: Special Resolution:

Continuation of Directorship of Mr. Ranjan Sanghi (DIN: 00275842) till his original term up to 25th 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. 26th September, 2019 to 25th September, 2024

DETAILS OF POSTAL BALLOT RECEIVED FOR RESOLUTION

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	13	822204	100
2.	Less: Invalid Postal Ballot	1	20	--
3.	Net Postal Ballots with valid votes cast	12	822184	100
4.	Postal Ballot with Assent Resolution	12	822184	100
5.	Postal Ballot with Dissent Resolution	--	--	--

DETAILS OF E-VOTING

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	2	2	100
Less: Total no. of Invalid Votes	--	--	--
Total no. of Valid Votes	2	2	100
Total no. Votes with Assent	2	2	100
Total no. Vote with Dissent	--	--	--



SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	822186	100
Assented to Resolution	822186	100
Dissented to Resolution	--	--

RESULTS:

All the resolutions stated above have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballot papers, shall remain in our safe custody until the Chairman or Director considers, approves and signs the same-after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Place: Mumbai

Date: 25/03/2019

**For Ragini Chokshi & Co.
(Company Secretaries)**



R. K. Chokshi

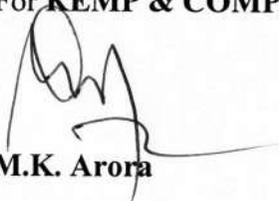
**Ragini Chokshi
(Partner)**

Membership No. 2390

ICSI C.P. No. 1436

Countersigned

For **KEMP & COMPANY LIMITED**



M.K. Arora

Director

(DIN: 00031777)

Kemp & Company Limited

Format for Voting Results

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on 25th March, 2019)
Total Number of Shareholders as on Record Date (i.e. 15th February, 2019)	617
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable (Resolution passed through Postal Ballot)
No. of Shareholders attended the meeting through video conferencing	Not Applicable (Resolution passed through Postal Ballot)

Agenda-wise disclosure

The mode of voting for resolution was Postal Ballot (including E-voting)

Resolution Required : (Special)		Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777) till ensuing Annual General Meeting							
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	772480	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		772480	100.0000	772480	0	100.0000	0.0000	0
	Total		772480	100.0000	772480	0	100.0000	0.0000	0
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	306800	2	0.0007	2	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		49704	16.2008	49704	0	100.0000	0.0000	20
	Total		49706	16.2015	49706	0	100.0000	0.0000	20
Total		1080200	822186	76.1142	822186	0	100.0000	0.0000	20



Resolution Required : (Special)			Continuation of Directorship of Mr. Ranjan Sanghi (DIN: 00275842) till his original term up to 25th 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. 26th September, 2019 to 25th September, 2024.						
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	772480	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		772480	100.0000	772480	0	100.0000	0.0000	0
	Total		772480	100.0000	772480	0	100.0000	0.0000	0
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	306800	2	0.0007	2	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		49704	16.2008	49704	0	100.0000	0.0000	20
	Total		49706	16.2015	49706	0	100.0000	0.0000	20
Total		1080200	822186	76.1142	822186	0	100.0000	0.0000	20

