



Ragini Chokshi & Co.

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Company Secretaries

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Consolidated Scrutinizer's Report

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

To,

The Chairman of 137th Annual General Meeting ("AGM") of the Equity Shareholders of **KEMP & COMPANY LIMITED ("the Company")**, held on Friday, 28th September, 2018 at 12.30 pm at 78- A, MIDC Estate, Satpur, Nashik – 422 007.

Dear Sir,

I, Ragini Chokshi Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34 Kamer Bldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400 001, has been appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") 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 137th AGM held on Friday, 28th September, 2018 at 12.30 pm at 78- A, MIDC Estate, Satpur, Nashik – 422 007.

The Notice dated 9th August, 2018 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 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 (Poll) at the venue of the AGM to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date on Friday, 21st September, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM dated 9th August, 2018.



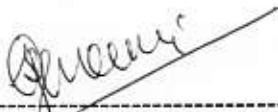
The period for remote e-voting commenced on Tuesday, 25th September, 2018 at 9:00 a.m (I.S.T.) and ended on Thursday, 27th September, 2018 at 5:00 p.m.(I.S.T.).

After the end of the remote e-voting period, I was provided access to details of the Shareholders who had opted for e-voting. The details such as the name of the Shareholder, folio no. and number of shares held by them have been seen to ensure that these Shareholders do not vote again at the AGM. However, the manner in which the votes were cast by the shareholders were not available.

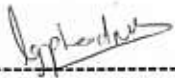
Further, the Chairman of the meeting announced the voting through Physical Ballot (Poll) at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

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 mentioned herein below, 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: Savan Saxena

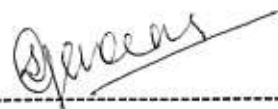


Name: Saraswati Phadnis

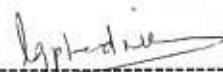
The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Pvt. Ltd, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

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 mentioned below, 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: Savan Saxena



Name: Saraswati Phadnis

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.



Resolution No. 1: Ordinary Resolution:

Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors 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	0	0	0
Physical Ballots	8	821905	100
Total	8	821905	100

(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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	-	-
Physical Ballots	-	-
Total	-	-



Resolution No. 2: Ordinary Resolution:

Declaration of dividend on equity shares for the financial year 2017-18.

(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	0	0	0
Physical Ballots	8	821905	100
Total	8	821905	100

(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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	-	-
Physical Ballots	-	-
Total	-	-



Resolution No. 3: Ordinary Resolution:

Re-appointment of Mrs. Shalini D. PIRAMAL (DIN-01365328) as a Director to retire by rotation and being eligible, seeks re-appointment

(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	0	0	0
Physical Ballots	8	821905	100
Total	8	821905	100

(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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	-	-
Physical Ballots	-	-
Total	-	-



Resolution No. 4: Ordinary Resolution:

Appointment of M/s. M L Bhuwania and Co. LLP, Chartered Accountants as Statutory Auditors of the Company for remaining tenure of their term of appointment without seeking any further ratification from the shareholders of the Company.

(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	0	0	0
Physical Ballots	8	821905	100
Total	8	821905	100

(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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	-	-
Physical Ballots	-	-
Total	-	-



Resolution No. 5: Ordinary Resolution:

Appointment of Mr. Satyen Dalal (DIN-00062822) as Independent Director of the Company for a term of five years

(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	0	0	0
Physical Ballots	8	821905	100
Total	8	821905	100

(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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	-	-
Physical Ballots	-	-
Total	-	-



Resolution No. 6: Special Resolution:

Increase in Investments limits up to Rs.200 crore over and above the limits permissible under section 186(3) of the Companies Act, 2013

(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	0	0	0
Physical Ballots	8	821905	100
Total	8	821905	100

(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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	-	-
Physical Ballots	-	-
Total	-	-



Resolution No. 7: Special Resolution:

Shifting of Registered office of the Company from 78-A, MIDC Estate, Satpur, Nashik 422 007 to 5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai 400 025

(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	0	0	0
Physical Ballots	8	821905	100
Total	8	821905	100

(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	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	-	-
Physical Ballots	-	-
Total	-	-



All the Resolutions stated above from 1 to 7 have been passed with requisite majority.

The electronic data and all other relevant records relating to remote e-voting and physical voting through Ballot Papers at the AGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman of the meeting considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,

Yours faithfully,

For Ragini Chokshi & Co.

R. K. Chokshi

Ragini Chokshi
(Partner)
Mem. No. F2390
C.P. No. 1436



Place: Nashik
Date:

Counter Signed by
For KEMP & COMPANY LIMITED

A handwritten signature in black ink, appearing to be "K. Kemp", written over the printed name of the Chairman.

CHAIRMAN OF THE
137th ANNUAL GENERAL MEETING

Kemp & Company Limited	
Format for Voting Results	
Date of AGM	28th September, 2018
Total Number of Shareholders as on record date	631
Number of Shareholders present in the meeting either in person or through Proxy;	8
Promoters and Promoter Group	3
Public	5
Number of Shareholders attended the meeting through Video Conferencing ;	
Promoters and Promoter Group	Not Applicable
Public	

Agenda- wise Disclosure

Resolution No. 1 - Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	772480	0	0.00	0	0	0.00	0.00
	Poll		772480	100.00	772480	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		772480	100.00	772480	0	100.00	0.00
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	306800	0	0.00	0	0	0.00	0.00
	Poll		49425	16.11	49425	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49425	16.11	49425	0	100.00	0.00
Total		1080200	821905	76.09	821905	0	100.00	0.00



Resolution No. 2 - Declaration of dividend on equity shares for the financial year 2017-18.

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
Promoter and Promoter Group	E-Voting	772480	0	0.00	0	0	0.00	0.00
	Poll		772480	100.00	772480	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		772480	100.00	772480	0	100.00	0.00
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	306800	0	0.00	0	0	0.00	0.00
	Poll		49425	16.11	49425	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49425	16.11	49425	0	100.00	0.00
Total		1080200	821905	76.09	821905	0	100.00	0.00



Resolution No. 3-Re-appointment of Mrs. Shalini D. Piramal (DIN-01365328) as a Director to retire 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	772480	0	0.00	0	0	0.00	0.00
	Poll		772480	100.00	772480	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		772480	100.00	772480	0	100.00	0.00
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	306800	0	0.00	0	0	0.00	0.00
	Poll		49425	16.11	49425	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49425	16.11	49425	0	100.00	0.00
Total		1080200	821905	76.09	821905	0	100.00	0.00



Resolution No. 4 - Appointment of M/s. M L Bhuwania and Co. LLP, Chartered Accountants as Statutory Auditors of the Company for remaining tenure of their term of appointment without seeking any further ratification from the shareholders of the Company.

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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	772480	0	0.00	0	0	0.00	0.00
	Poll		772480	100.00	772480	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		772480	100.00	772480	0	100.00	0.00
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	306800	0	0.00	0	0	0.00	0.00
	Poll		49425	16.11	49425	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49425	16.11	49425	0	100.00	0.00
Total		1080200	821905	76.09	821905	0	100.00	0.00



Resolution No. 5 - Appointment of Mr. Satyen Dalal (DIN-00062822) as Independent Director of the Company for a term of five years

Resolution Required : (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
	Poll	772480	100.00	772480	0	100.00	0.00	
	Postal Ballot	0	0.00	0	0	0.00	0.00	
	Total	772480	100.00	772480	0	100.00	0.00	
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	306800	0	0.00	0	0	0.00	0.00
	Poll		49425	16.11	49425	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49425	16.11	49425	0	100.00	0.00
Total		1080200	821905	76.09	821905	0	100.00	0.00



Resolution No. 6 - Increase in Investments limits up to Rs.200 crore over and above the limits permissible under section 186(3) of the Companies Act, 2013

Resolution Required : (Ordinary/Special)		Special						
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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	772480	0	0.00	0	0	0.00	0.00
	Poll		772480	100.00	772480	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		772480	100.00	772480	0	100.00	0.00
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	306800	0	0.00	0	0	0.00	0.00
	Poll		49425	16.11	49425	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49425	16.11	49425	0	100.00	0.00
Total		1080200	821905	76.09	821905	0	100.00	0.00



Resolution No. 7- Shifting of Registered office of the Company from 78-A, MIDC Estate, Satpur, Nashik 422 007 to 5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai 400 025

Resolution Required : (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	772480	0	0.00	0	0	0.00	0.00
	Poll		772480	100.00	772480	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		772480	100.00	772480	0	100.00	0.00
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	306800	0	0.00	0	0	0.00	0.00
	Poll		49425	16.11	49425	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		49425	16.11	49425	0	100.00	0.00
Total		1080200	821905	76.09	821905	0	100.00	0.00

