



**KEMP & COMPANY LTD.**

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Phone : +91 22 6653 9000 • Fax : +91 22 6653 9089 • CIN : L24239MH1982PLC000047 • Web. : [www.kempnco.com](http://www.kempnco.com)

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September 30, 2015

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI - 400 001

Scrip Code - 506530

Dear Sir,

**Sub : Outcome of Annual General Meeting - Clause 35A of the Listing Agreement**

This is to inform you that the 134<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 30<sup>th</sup> September 2015 at 11.30 a.m. at the Registered Office of the Company at 78 A, MIDC Estate, Satpur, Nashik - 422007 and the resolutions as mentioned in the Notice dated 14<sup>th</sup> August 2015 were passed with requisite majority considering both e-voting and poll. The results of the same are attached herewith.

We are also enclosing herewith the voting results at the AGM in the format prescribed under Clause 35A of the Listing Agreement.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **KEMP & COMPANY LTD**

  
**Kunal Chhatwani**  
Company Secretary

Encl : as above

## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

Resolution No. 1 (Ordinary): To Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2015 together with the Reports of the Board of Directors and the Auditors thereon.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

**Resolution No 2.(Ordinary) : To declare dividend on equity shares for the financial Year 2014-15.**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

Resolution No: 3 (Ordinary): Appointment of Mr. M. K. Arora, Director (DIN-00031777), who retires by rotation and being eligible, seeks re-appointment.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

Resolution No: 4 (Ordinary): Re-appointment of Statutory Auditors of the Company for the financial Year 2015-16.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

Resolution No: 5 (Ordinary): Appointment of Mrs. Shalini D. Piramal (DIN-01365328) as a Director.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

**Resolution No: 6 (Ordinary): Appointment of Mrs. Shalini D. Piramal (DIN-01365328) as Managing Director.**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

**Resolution No: 7 (Ordinary): Appointment of Mr. Rajkumar Kataria (DIN-01960956) as an Independent Director**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**KEMP AND COMPANY LIMITED**

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

**Resolution No : 8 (Special): Keeping of Statutory Records at Corporate Office.**

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	772480	100.00	772480	0	100.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>877402</b>	<b>81.22</b>	<b>877402</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>877417</b>	<b>81.221</b>	<b>877417</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## KEMP AND COMPANY LIMITED

134th Annual General Meeting held on Wednesday 30th September, 2015 at 11:30 a.m. at 78A, MIDC Estate, Satpur, Nashik- 422 007.

Report under Clause 35 A of the Listing Agreement with BSE Ltd.

Resolution No: 9 (Special): Consent of the Company to the arrangement entered into with Related Parties.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	772480	36610	4.73	36610	0	100.00	0.00
Public Institutional Holders *	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	104922	34.26	104922	0	100.00	0.00
<b>Total(A)</b>	<b>1080200</b>	<b>141532</b>	<b>13.10</b>	<b>141532</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	772480	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1500	0	0.00	0	0	0.00	0.00
Public-Others	306220	15	0.005	15	0	100.00	0.00
<b>Total(B)</b>	<b>1080200</b>	<b>15</b>	<b>0.001</b>	<b>15</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>1080200</b>	<b>141547</b>	<b>13.101</b>	<b>141547</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Partners  
Mrs. Ragini Chokshi  
Mr. Makarand Patwardhan  
Mr. Umashankar Hegde  
Mr. Girish Desai

**CS Ragini Chokshi & Co.**

Company Secretaries

Tel. 022-22831120  
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001  
Web.: csraginichokshi.com. Email: mail@csraginichokshi.com

Date 30/9/2015

**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 134<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Kemp And Company Limited held on Wednesday 30<sup>th</sup> September, 2015 at 11.30 a.m. 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, 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 (the 2013 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 134<sup>th</sup> AGM of the Equity Shareholders of the Company held on Wednesday 30<sup>th</sup> September, 2015 at 11.30 am at 78 A, MIDC Estate, Satpur, Nashik - 422 007.

The Notice dated 14<sup>th</sup> August, 2015 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 16<sup>th</sup> September, 2015 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 Sunday, 27<sup>th</sup> September, 2015 at 9.00 a.m. (IST) and ended on Tuesday, 29<sup>th</sup> September, 2015 at 5.00 p.m. (IST).

On 29<sup>th</sup> September, 2015, 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. Mayank Manoj Patwa (Residing at 4/F/301, Prem Nagar, Opp. Vijaya Bank, Borivali (West), Mumbai- 400 092.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 building, Carmichael Road, Pedder Road, Mumbai 400 026.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

*MPATWA*

-----  
Name: Mayank Patwa

*RKothari*

-----  
Name: Rupa Kothari

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. Mayank Manoj Patwa (Residing at 4/F/301, Prem Nagar, Opp. Vijaya Bank, Borivali (West) ,Mumbai- 400 092.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 building, Carmichael Road, Pedder Road, Mumbai 400 026.). They have signed below in confirmation of the votes being unblocked in their presence.

*MPATWA*

-----  
Name: Mayank Patwa

*RKothari*

-----  
Name: Rupa Kothari



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, 2015 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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0

(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 2014-15.

(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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0

(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:** Appointment of Mr. M. K. Arora, Director (DIN-00031777), 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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0

(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 2015-16.

(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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0



(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: Ordinary:** Appointment of Mrs. Shalini D. Piramal (DIN-01365328) as a Director.

(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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0

(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.6: Ordinary:** Appointment of Mrs. Shalini D. Piramal (DIN-01365328) as Managing Director.





(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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0

(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.7: Ordinary:** Appointment of Mr. Rajkumar Kataria (DIN-01960956) as an Independent Director.

(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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0

(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.8: Special: Keeping of Statutory Records at Corporate Office.**

(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	8	877402	100
Physical Ballot	5	15	100
Total	13	877417	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 Ballot	0	0	0
Total	0	0	0



(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.9: Special:** Consent of the Company to the arrangement/transactions entered into with Related Parties.

(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*	7	141532	100
Physical Ballot	5	15	100
Total	12	141547	100

**\*NOTE:** *Votes of 1 Shareholder holding 735870 Shares were not considered by us for the purpose of passing of this resolution as the Shareholder is interested in the passing of the abovementioned Special Resolution.*

(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 Ballot	0	0	0
Total	0	0	0

(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



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 Chairperson 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,

Yours faithfully,

Place: Nasik

Date: 30/09/2015



**FOR RAGINI CHOKSHI & CO.**

*R. K. Chokshi*

**MRS. RAGINI CHOKSHI**

(Partner)

C.P. Number : 1436

Membership number:2390

**FOR KEMP AND COMPANY LIMITED**

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

