

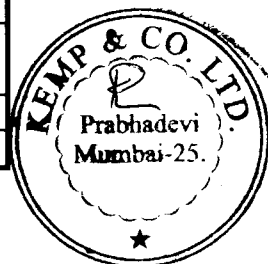
Kemp & Company Limited

Format for Voting Results

Date of AGM	30th September, 2019
Total Number of Shareholders as on Record Date	611
Number of Shareholders present in the meeting either in person or through Proxy;	
Promoters and Promoter Group	3
Public	7
Number of Shareholders attended the meeting through Video Conferencing ;	Not Applicable

Resolution No. 1 - Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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 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
Promoter and Promoter Group	E-Voting	759480	0	0.00	0	0	0.00	0.00	0
	Poll		759480	100.00	759480	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		759480	100.00	759480	0	100.00	0.00	0
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting	319800	8	0.0025	8	0	100.00	0.00	0
	Poll		49765	15.5613	49765	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		49773	15.5638	49773	0	100.00	0.00	0
Total		1080200	809253	74.9170	809253	0	100.00	0.00	0



Resolution No. 2 - Declaration of dividend on equity shares for the financial year 2018-19

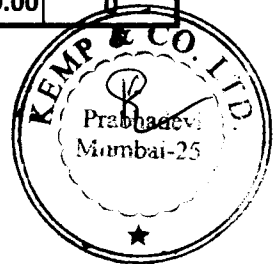
Resolution Required : (Ordinary/Special)

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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	759480	0	0.00	0	0	0.00	0.00	0
	Poll		759480	100.00	759480	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		759480	100.00	759480	0	100.00	0.00	0
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting	319800	8	0.0025	8	0	100.00	0.00	0
	Poll		49765	15.5613	49765	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		49773	15.5638	49773	0	100.00	0.00	0
Total		1080200	809253	74.9170	809253	0	100.00	0.00	0



Resolution No. 3-Re-appointment of Mr. M.K. Arora (DIN-00031777) 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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	759480	0	0.00	0	0	0.00	0.00	0
	Poll		759480	100.00	759480	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		759480	100.00	759480	0	100.00	0.00	0
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting	319800	8	0.0025	8	0	100.00	0.00	0
	Poll		49765	15.5613	49765	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		49773	15.5638	49773	0	100.00	0.00	0
Total		1080200	809253	74.9170	809253	0	100.00	0.00	0



Resolution No. 4 - Continuation of Directorship of Mr. M.K. Arora (DIN-00031777) as a Non-Executive Director of the Company

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	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	759480	0	0.00	0	0	0.00	0.00	0
	Poll		759480	100.00	759480	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		759480	100.00	759480	0	100.00	0.00	0
Public Institutions	E-Voting	920	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting	319800	8	0.0025	8	0	100.00	0.00	0
	Poll		49765	15.5613	49765	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		49773	15.5638	49773	0	100.00	0.00	0
Total		1080200	809253	74.9170	809253	0	100.00	0.00	0





Ragini Chokshi & Co.
Company Secretaries

Tel. : 022-2283 1120
022-2283 1134

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 : _____

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, 138th Annual General Meeting ("AGM") of the Equity Shareholders of **KEMP & COMPANY LIMITED ("the Company")**, held on Monday, 30th September, 2019 at 11.00 am at 5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai 400 025, Maharashtra.

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 dated 13th August, 2019 convening the 138th AGM of the Equity Shareholders of the Company held on Monday, 30th September, 2019 at 11.00 am at 5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai 400 025, Maharashtra.

The Notice dated 13th August, 2019 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 Shareholders 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 on Monday, 23rd September, 2019 were entitled to vote on the resolutions as contained in the Notice dated 13th August, 2019 of AGM of the Company.

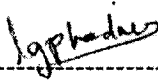
The period for remote e-voting commenced on Friday, 27th September, 2019 at 09:00 a.m. and ended on Sunday, 29th September, 2019 at 5:00 p.m. (I.S.T.).

After the end of the remote e-voting period i.e. 29th September, 2019 at 5.00 p.m., I was provided access to details of the Shareholders who had opted for e-voting. The details such as the name of the shareholders, folio no., and number of shares held by them have been 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 of the meeting announced the voting through Physical Ballot 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: Saraswati Phadnis



Name: Ritika Mishra

The ballot papers were diligently scrutinized. The ballot 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 ballot papers, which were incomplete and /or which were otherwise found defective, if any 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.

Saraswati Phadnis

Name: Saraswati Phadnis

Ritika Mishra

Name: Ritika Mishra

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 physical ballot process at the AGM.

Resolution No. 1: Ordinary Resolution:

Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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	3	8	0.0010
Physical Ballot	10	809245	99.9990
Total	13	809253	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:**

Type of Voting	Total Number of members voted	Total Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No. 2: Ordinary Resolution:

Declaration of dividend on equity shares for the financial year 2018-19

(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	8	0.0010
Physical Ballot	10	809245	99.9990
Total	13	809253	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:**

Type of Voting	Total Number of members voted	Total Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No. 3: Ordinary Resolution:

Re-appointment of Mr. M.K. Arora (DIN-00031777) as a Director to retire 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	3	8	0.0010
Physical Ballot	10	809245	99.9990
Total	13	809253	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:**

Type of Voting	Total Number of members voted	Total Number of votes cast by them
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Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No. 4: Special Resolution:

Continuation of Directorship of Mr. M.K. Arora (DIN-00031777) as a Non-Executive Director of the Company:

(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	3	8	0.0010
Physical Ballot	10	809245	99.9990
Total	13	809253	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

(i) Invalid votes:

Type of Voting	Total Number of members voted	Total Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



RESULTS:

I report that all the resolutions stated above from 1 to 4 stands approved by the Members of the Company 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 considers, approves and signs the minutes of the Annual General Meeting.

Thanking You.

Yours faithfully,

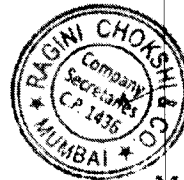
Place: Mumbai

Date: 30/09/2019

Counter Signed by
For KEMP & COMPANY LIMITED


CHAIRMAN
(138th ANNUAL GENERAL MEETING)

For Ragini Chokshi & Co.
(Company Secretaries)



R K Chokshi

Ragini Chokshi
(Partner)

Membership. No. F2390
C.P. No. 1436