



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

7th August, 2024

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

Scrip Code: 506530

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

Dear Sir/ Madam,

Pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the 143rd Annual General Meeting of Kemp & Company Limited, along with the Consolidated Scrutinizer's Report.

Thanking you,

Yours faithfully,
For Kemp & Company Limited

Karan Gudhka
Company Secretary

Encl. a/a

Kemp & Company Limited

Resolution Required :Ordinary			1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.					
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	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56758	17.7480	56758	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56758	17.7480	56758	0	100.0000	0.0000
Total		1080200	816238	75.5636	816238	0	100.0000	0.0000

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Kemp & Company Limited

Resolution Required : Ordinary

2 - To appoint a Director in place of Mr. M. K. Arora (DIN- 00031777), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, seeks re-appointment.

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	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56758	17.7480	56758	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56758	17.7480	56758	0	100.0000	0.0000
Total		1080200	816238	75.5636	816238	0	100.0000	0.0000

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Kemp & Company Limited

Resolution Required :Special			3 - Continuation of Directorship of Mr. Dilip G. Piramal (DIN: 00032012) as Non-Executive, Non-Independent Director of the Company.					
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	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56428	17.6448	56428	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56428	17.6448	56428	0	100.0000	0.0000
Total		1080200	815908	75.5330	815908	0	100.0000	0.0000

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Kemp & Company Limited

Resolution Required :Special

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

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	759480	759480	100.0000	759480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		759480	100.0000	759480	0	100.0000	0.0000
Public Institutions	E-Voting	920	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	319800	56758	17.7480	56758	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56758	17.7480	56758	0	100.0000	0.0000
Total		1080200	816238	75.5636	816238	0	100.0000	0.0000

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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 : 07.08.2024

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

To,
The Chairman,
143rd Annual General Meeting (AGM)
of **KEMP & COMPANY LIMITED**
Held on Wednesday, August 07, 2024 at 03:00 P.M.

Dear Sir,

1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Company, a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as the Scrutinizer by the Board of Directors of **KEMP & COMPANY LIMITED** (the "Company") for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 on the businesses contained in the Notice of the AGM of the Members of the Company, held on Wednesday, August 07, 2024 at 03:00 P.M.(IST) through Video Conferencing facility / Other Audio Visual Means ('VC / OAVM').

2. Our Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 143rd AGM of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's Report on the voting on the resolutions set out in the Notice, based on the reports generated

from the e-Voting system of National Securities Depository Limited (NSDL), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

3. Dispatch of Notice convening AGM

- i) Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs, advertisement was published on Wednesday, July 17, 2024 in Pratahkal, Mumbai (Marathi Edition) and in Business Standard, Mumbai (English Edition), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of AGM on its website namely www.kempnco.com and also uploaded the same on the website of the Stock Exchange i.e. www.bseindia.com
- iii) The Company completed dispatch of Notice of AGM on Monday, July, 15 2024 by E-mail to Members who had registered their email addresses with the Company / Depositories.

4. Cut-off date

Voting rights were reckoned as on Wednesday, July 31, 2024 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

5. Remote e-voting process

- i) **Agency:** The Company had appointed National Securities Depository Limited as the agency for providing the platform for remote e-voting and e-voting during the AGM.
- ii) **Remote e-voting period:** The Remote e-voting remained open from 09:00 a.m. on Sunday, August 04, 2024 and ended on Tuesday, August 06, 2024 at 5:00 p.m.

The votes cast were unblocked on August 07, 2024 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same.



Name: Harsh Pandey



Name: Jagruti Deshmukh

- iii) **Voting at the AGM:** After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL).

The e-votes cast were unblocked on, August 07, 2024 after 15 minutes of conclusion of proceedings of AGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the AGM based on the reports downloaded from the e-voting website of National Securities Depository Limited (NSDL) and relied upon by me as under:



CONSOLIDATED RESULTS

ORDINARY BUSINESS:

Item No 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	816238	0	0	16	816238	100
Dissent	0	0	0	0	0	0	0
Total	16	816238	0	0	16	816238	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	816238	100
Assented to Resolution	816238	100
Dissented to Resolution	0	0

Item No 2: Ordinary Resolution

To appoint a Director in place of Mr. M. K. Arora (DIN: 00031777), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, seeks re-appointment.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	816238	0	0	16	816238	100
Dissent	0	0	0	0	0	0	0
Total	16	816238	0	0	16	816238	100

SUMMARY OF E-VOTING



Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	816238	100
Assented to Resolution	816238	100
Dissented to Resolution	0	0

Special Business:

Item No 3: Special Resolution

Continuation of Directorship of Mr. Dilip G. Piramal (DIN: 00032012) as Non-Executive, Non-Independent Director of the Company.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	815908	0	0	15	815908	100
Dissent	0	0	0	0	0	0	0
Total	15	815908	0	0	15	815908	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	815908	100
Assented to Resolution	815908	100
Dissented to Resolution	0	0

Item No: 4: Special Resolution

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

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	816238	0	0	16	816238	100
Dissent	0	0	0	0	0	0	0
Total	16	816238	0	0	16	816238	100



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	816238	100
Assented to Resolution	816238	100
Dissented to Resolution	0	0

RESULTS:

The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under remote e-Voting and e-voting at the AGM has been handed over to the Company Secretary for safe custody.

The above-mentioned resolutions are passed with requisite majority as on the date of the 143rd AGM of the Company i.e. Wednesday, August 07, 2024.

Yours faithfully,

Thanking You,

Place: Mumbai
Date: 07/08/2024

Countersigned by
KEMP & COMPANY LIMITED

Karan Gudhka
Company Secretary



For RAGINI CHOKSHI & COMPANY
(Company Secretaries)

Ragini
Kamal
Chokshi

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by Ragini Kamal
Chokshi
Date: 2024.08.07
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RAGINI CHOKSHI

(Partner)
Membership No:2390
C.P. Number: 1436
UDIN: F002390F000920835

Date: 07/08/2024
Place: Mumbai