



**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

17<sup>th</sup> March, 2025

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

**Code No. 506530**

Dear Sir / Madam,

**Sub: Disclosure of Voting Results of the Postal Ballot and Scrutinizer Report - Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In furtherance to our letter dated 14<sup>th</sup> February 2025, the Company has transacted special business by way of Postal Ballot through remote e-Voting process on the following items:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1	Re-appointment of Mr. Maneck Davar (DIN: 01990326) as a Non-Executive, Independent Director of the Company for a period of 5 (five) years w.e.f. 14 <sup>th</sup> February, 2025	Special Resolution
2	Re-appointment of Mrs. Shalini D. Piramal (DIN: 01365328) as Managing Director of the Company for a period of 3 (three) years w.e.f. 26 <sup>th</sup> March, 2025	Special Resolution

The remote e-voting period commenced on Sunday, 16<sup>th</sup> February, 2025, at 9:00 a.m. (IST) and concluded on Monday, 17<sup>th</sup> March, 2025, at 5:00 p.m. (IST) post which Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practicing Company Secretaries unblocked the votes casted by the Members and submitted the report of the Scrutinizer on the Postal Ballot. Based on the report of Scrutinizer, we hereby inform that the above Resolutions have been approved and passed by the Members with requisite majority on 17<sup>th</sup> March, 2025 (i.e. the last date of e-voting).

Accordingly, please find enclosed herewith:

1. Voting Results of the said Postal Ballot through remote e-Voting as required under Regulation 44(3) of the SEBI Listing Regulations - Annexure A.
2. The Report of Scrutinizer dated 17<sup>th</sup> March, 2025 - Annexure B.



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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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The said results of the Postal Ballot along with the report of Scrutinizer will also be available on the Company's website: [www.kempnco.com](http://www.kempnco.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Please take the above on your record and disseminate the same for the information of investors.

Yours faithfully,  
For **Kemp & Company Limited**

**Karan Gudhka**  
**Company Secretary**

Encl: As above

# Annexure A

<b>Kemp &amp; Company Limited</b>								
<b>Resolution Required :Special</b>			1 - To consider re-appointment of Mr. Maneck Davar (DIN: 01990326) as a Non-Executive, Independent Director of the Company for a period of 5 (five) years w.e.f. 14th February, 2025 up to 13th February, 2030.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>								
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	806993	806993	100.0000	806993	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
	<b>Total</b>		<b>806993</b>	<b>100.0000</b>	<b>806993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	272287	345	0.1267	345	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
	<b>Total</b>		<b>345</b>	<b>0.1267</b>	<b>345</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>807338</b>	<b>74.7397</b>	<b>807338</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

## Kemp & Company Limited

Resolution Required :Special		2 - To consider re-appointment of Mrs. Shalini D. Piramal (DIN: 01365328) as Managing Director of the Company for a period of 3 (three) years w.e.f. 26th March, 2025 up to 25th March, 2028.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	806993	806993	100.0000	806993	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
	<b>Total</b>		<b>806993</b>	<b>100.0000</b>	<b>806993</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	272287	15	0.0055	15	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
	<b>Total</b>		<b>15</b>	<b>0.0055</b>	<b>15</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1080200</b>	<b>807008</b>	<b>74.7091</b>	<b>807008</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Annexure B

# *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 : 17-03-2025

### SCRUTINIZER'S REPORT

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

To,  
The Chairperson,  
**KEMP AND COMPANY LIMITED**  
5th Floor, DGP House, 88C, Old Prabhadevi Road,  
Mumbai - 400025.

**Subject: Scrutinizer's Report on Postal Ballot voting in respect of Resolutions set out in the notice dated 5<sup>th</sup> February, 2025.**

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practicing Company Secretaries, having office at 34, 5<sup>th</sup> Floor, Kamer Building, Cawasji Patel Street, Mumbai 400 001, have been appointed as the Scrutinizer by the Board of Directors of **KEMP AND COMPANY LIMITED** (the "Company") at its Board Meeting held on 5<sup>th</sup> February, 2025 for Scrutinizing Postal Ballot through remote e-voting process carried out by the Company as per Section 108 and Section 110 of Companies Act, 2013 and other applicable provisions, if any of Companies Act, 2013 (the Act) and Rule 22 of Companies (Management and Administration) Rules, 2014 read with General Circulars issued by MCA in this regards and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner in respect of the following Resolutions as contained in the Notice dated 5<sup>th</sup> February, 2025.



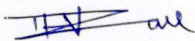
**Special Resolutions.**

1. **Re-appointment of Mr. Maneck Davar (DIN: 01990326) as a Non-Executive, Independent Director of the Company for a period of 5 (five) years w.e.f. 14<sup>th</sup> February, 2025.**
2. **Re-appointment of Mrs. Shalini D. Piramal (DIN: 01365328) as Managing Director of the Company for a period of 3 (three) years w.e.f. 26<sup>th</sup> March, 2025.**

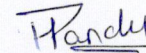
I have scrutinized the e-voting and votes tendered therein;

Accordingly, I now submit my report as under:

- a. The remote e-voting period commenced on Sunday, 16<sup>th</sup> February, 2025 at 9:00 a.m. (IST) and ended on Monday, 17<sup>th</sup> March, 2025 at 05:00 p.m. (IST) and the remote e-voting module was disabled thereafter.
- b. For the purpose of the remote e-voting facility to be provided to the members, the Company has availed the services of National Securities Depository Limited (NSDL).
- c. In accordance with the MCA and SEBI Circulars, the Company has sent this Notice for Postal Ballot to the members in electronic form only. The relevant records with respect to the postal ballot will be handed over to the Company Secretary for safe custody.
- d. The Company has completed the dispatch of Notice on Friday, 14<sup>th</sup> February, 2025 of Postal Ballot electronically to all the members whose name appeared in the Register of Member/Beneficial owners as on 7<sup>th</sup> February, 2025, the cut-off date.
- e. All e-voting confirmations received up to 05:00 p.m. (IST), on 17<sup>th</sup> March, 2025, the last date and time fixed by the Company, were considered for our scrutiny.
- f. After the end of e-voting period i.e. 05:00 p.m. (IST) on 17<sup>th</sup> March, 2025, I have downloaded the e-voting Result/Report from the website of National Securities Depository Limited (NSDL) in the presence of two witnesses, Mr. Harshit Dave and Mr. Harsh Pandey, who are not in employment of the Company. They have signed below in confirmation of the e-voting results being downloaded in their presence.



Mr. Harshit Dave



Mr. Harsh Pandey

- g. I report the result of the Postal Ballot as under:





**SPECIAL BUSINESS:**

**Resolution No.1: Special Resolution:**

**Re-appointment of Mr. Maneck Davar (DIN: 01990326) as a Non-Executive, Independent Director of the Company for a period of 5 (five) years w.e.f. 14<sup>th</sup> February, 2025 up to 13<sup>th</sup> February, 2030.**

**DETAILS OF E-VOTING**

Particulars	Number of members voted through electronic system	Number of Shares	% of total number of votes cast
Total votes received by electronic mode	9	807338	100
Less: Total no. of Invalid votes	0	0	0
Total no. of valid votes	9	807338	100
Total no. of Votes with Assent	9	807338	100
Total no. of Votes with Dissent	0	0	0

**SUMMARY OF E-VOTING**

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid votes cast	807338	100%
Assented to Resolution	807338	100%
Dissented to Resolution	0	0





**Resolution No.2: Special Resolution:**

**Re-appointment of Mrs. Shalini D. Piramal (DIN: 01365328) as the Managing Director of the Company for a period of 3 (three) years w.e.f. 26<sup>th</sup> March, 2025 up to 25<sup>th</sup> March, 2028.**

**DETAILS OF E-VOTING**

<b>Particulars</b>	<b>Number of members voted through electronic system</b>	<b>Number of Shares</b>	<b>% of total number of votes cast</b>
Total votes received by electronic mode	8	807008	100
Less: Total no. of Invalid votes	0	0	0
Total no. of valid votes	8	807008	100
Total no. of Votes with Assent	8	807008	100
Total no. of Votes with Dissent	0	0	0

**SUMMARY OF E-VOTING**

<b>Particulars</b>	<b>No. of Equity Shares</b>	<b>% of total number of votes cast</b>
Total Valid votes cast	807008	100%
Assented to Resolution	807008	100%
Dissented to Resolution	0	0





**RESULTS:**

***The Resolutions stated above have been passed with requisite majority by the members of the company as per the provisions of the Companies Act, 2013.***

The related papers with respect to Postal Ballot shall remain in our safe custody until the Authorised Representative of the company considers, approves and signs the same, after which the same will be handed over (through email) to the Company Secretary for safe custody.

Thanking You,  
Yours faithfully,

**Date: 17-03-2025**  
**Place: Mumbai**



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

Ragini  
Kamal  
Chokshi

Digitally signed  
by Ragini Kamal  
Chokshi  
Date: 2025.03.17  
18:39:43 +05'30'

**Ragini Chokshi**  
**(Partner)**  
**Membership No: 2390**  
**CP NO.: 1436**  
**UDIN: F002390F004110221**

Countersigned  
For **KEMP AND COMPANY LIMITED**

Company Secretary & Compliance Officer  
**Date: 17-03-2025**  
**Place: Mumbai**