



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

15th December, 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 14th November 2025, the Company has transacted special business by way of Postal Ballot through remote e-Voting process on the following item:

Sr. No.	Particulars	Type of Resolution
1	Approval of Material Related Party Transaction with VIP Industries Limited for purchase of an immovable property named VIP House at Prabhadevi, Mumbai	Ordinary Resolution

The remote e-voting period commenced on Sunday, 16th November, 2025, at 9:00 a.m. (IST) and concluded on Monday, 15th December, 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 Resolution have been approved and passed by the Members with requisite majority on 15th December, 2025 (i.e. the last date of e-voting).

Accordingly, please find enclosed herewith:



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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 15th December, 2025 - Annexure B.

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 and on the website of NSDL at 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 VIJAY Digitally signed by
KUMAR KARAN VIJAY
GUDHKA KUMAR GUDHKA
Date: 2025.12.15
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Karan Gudhka
Company Secretary

Encl: As above

Annexure A

Kemp & Company Limited								
Resolution Required :Ordinary			1 - To consider and if thought fit, pass the following resolution as a Ordinary resolution:					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	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 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	272287	229578	84.3147	229578	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		229578	84.3147	229578	0	100.0000	0.0000
Total		1080200	229578	21.2533	229578	0	100.0000	0.0000

KARAN VIJAY
 KUMAR
 GUDHKA

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 by KARAN VIJAY
 KUMAR GUDHKA
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Annexure B
Ragini Chokshi & Co.
Company Secretaries

Tel.: 022-2283 1120
Mob.: +91 93222 46703

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 : 15-12-2025

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 7th November, 2025.**

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., Practicing Company Secretaries, having office at 34, 5th 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 7th November, 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 7th November, 2025.

Ordinary Resolution.

1. **Approval of Material Related Party Transaction with VIP Industries Limited for purchase of an immovable property named VIP House at Prabhadevi, Mumbai.**

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, 16th November, 2025 at 9:00 a.m. (IST) and ended on Monday, 15th December, 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, 14th November, 2025 of Postal Ballot electronically to all the members whose name appeared in the Register of Member/Beneficial owners as on 10th November, 2025, the cut-off date.
- e. All e-voting confirmations received up to 05:00 p.m. (IST), on 15th December, 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 15th December, 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. Shivsahay Mishra, 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. Shivsahay Mishra

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



SPECIAL BUSINESS:**Resolution No. 1: Ordinary Resolution:**

Approval of Material Related Party Transaction with VIP Industries Limited for purchase of an immovable property named VIP House at Prabhadevi, Mumbai.

DETAILS OF E-VOTING

Particulars	Number of members voted through electronic voting system	Number of Shares	% of total number of votes cast
Total votes received by electronic mode	11	229578	100.0000
Less: Total no. of Invalid votes	0	0	0
Total no. of valid votes	11	229578	100.0000
Total no. of Votes with Assent	11	229578	100.0000
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	229578	100.0000
Assented to Resolution	229578	100.0000
Dissented to Resolution	0	0.0000



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.

Thanking You,
Yours faithfully,

Date: 15-12-2025
Place: Mumbai

For Ragini Chokshi & Co.
(Practicing Company Secretaries)



Ragini
Kamal
Chokshi

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Ragini Kamal Chokshi
Date: 2025.12.15
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Ragini Chokshi
(Partner)

Membership No: F2390

CP No.: 1436

UDIN: F002390G002432061

Countersigned
For **KEMP AND COMPANY LIMITED**

**KARAN VIJAY
KUMAR GUDHKA**

Digitally signed by KARAN
VIJAY KUMAR GUDHKA
Date: 2025.12.15 19:37:57
+05'30'

Company Secretary & Compliance Officer
Date: 15-12-2025
Place: Mumbai