KEMP
KEMP & COMPANY LTD.

Registered Office :
5th Floor, DGP House, 88C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra, India. ● E-mail : kemp-investor@kempnco.com
Phone +91 22 6653 9000 ● CIN L24239MH1982PLC000047 ● Web.: www.kempnco.com

11th September, 2026

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

Scrip Code: 506530

Dear Sir/ Madam,

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

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 145th Annual General Meeting of Kemp & Company Limited, along with the Consolidated Scrutinizer's Report.

Thanking you,

Yours faithfully,

For **Kemp & Company Limited**

KARAN VIJAY KUMAR GUDHKA
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Karan Gudhka
Company Secretary

Encl: as above

General information about company	
Scrip code	506530
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE060E01018
Name of the company	Kemp and Company Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-09-2026
Start time of the meeting	03:00 PM
End time of the meeting	03:05 PM

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Scrutinizer Details	
Name of the Scrutinizer	Ragini Chokshi
Firms Name	M/s. Ragini Chokshi & Co., Practising Company Secretaries
Qualification	CS
Membership Number	2390
Date of Board Meeting in which appointed	22-05-2026
Date of Issuance of Report to the company	11-09-2026

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Voting results	
Record date	04-09-2026
Total number of shareholders on record date	646
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	8
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

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Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon.					
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	808902	808902	100	808902	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	808902	808902	100	808902	0	100	0
Public- Institutions	E-Voting	920	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	920	0	0	0	0	0	0
Public- Non Institutions	E-Voting	270378	229886	85.0239	229885	1	99.9996	0.0004
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	270378	229886	85.0239	229885	1	99.9996	0.0004
	Total	1080200	1038788	96.1663	1038787	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

KARAN VIJAY KUMAR GUDHKA

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Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Mr. Mahendra Kumar Arora (DIN: 00031777), Non-Executive, Non-Independent Director, who retires by rotation and being eligible, seeks re-appointment.					
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	808902	808902	100	808902	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	808902	808902	100	808902	0	100	0
Public- Institutions	E-Voting	920	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	920	0	0	0	0	0	0
Public- Non Institutions	E-Voting	270378	229886	85.0239	229885	1	99.9996	0.0004
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	270378	229886	85.0239	229885	1	99.9996	0.0004
Total		1080200	1038788	96.1663	1038787	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution(3)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider Continuation of Directorship of Mr. Mahendra Kumar Arora (DIN: 00031777) as Non-Executive, Non-Independent Director of the Company.					
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	808902	808902	100	808902	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	808902	808902	100	808902	0	100	0
Public-Institutions	E-Voting	920	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	920	0	0	0	0	0	0
Public- Non Institutions	E-Voting	270378	229886	85.0239	229885	1	99.9996	0.0004
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	270378	229886	85.0239	229885	1	99.9996	0.0004
	Total	1080200	1038788	96.1663	1038787	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve Material Related Party Transactions of the Company with VIP Industries Limited.				
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	808902	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	808902	0	0	0	0	0	0
Public- Institutions	E-Voting	920	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	920	0	0	0	0	0	0
Public- Non Institutions	E-Voting	270378	229556	84.9019	229555	1	99.9996	0.0004
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	270378	229556	84.9019	229555	1	99.9996	0.0004
Total		1080200	229556	21.2512	229555	1	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

KARAN VIJAY KUMAR GUDHKA

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve Material Related Party Transactions of the Company with Piramal Vibhuti Investments Limited.				
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	808902	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	808902	0	0	0	0	0	0
Public- Institutions	E-Voting	920	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	920	0	0	0	0	0	0
Public- Non Institutions	E-Voting	270378	229556	84.9019	229555	1	99.9996	0.0004
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	270378	229556	84.9019	229555	1	99.9996	0.0004
Total		1080200	229556	21.2512	229555	1	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

KARAN VIJAY KUMAR GUDHKA

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Date: 2026.09.11 16:59:27 +05'30'

CS

Ragini Chokshi & Co.

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

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 : 11/09/2026

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,
145th Annual General Meeting (AGM)
of **KEMP & COMPANY LIMITED**
Held on Friday, September 11, 2026

Dear Sir,

1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., 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. 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, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 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, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 on the businesses contained in the Notice of the AGM of the Members of the Company, held on Friday, September 11, 2026 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 145th 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

Pursuant to MCA General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021, 21/2021, 02/2022, 10/2022, 09/2023, 09/2024, dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022 , December 28, 2022, September 25, 2023, September 19, 2024 and latest being 03/2025 dated September 22, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, advertisement was published on August 20, 2026 in Business Standard, Mumbai (English Edition) and Pratahkal, Mumbai (Marathi Edition), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.

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.

The Company completed dispatch of Notice of AGM on Tuesday, August 18, 2026 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 Friday, September 04, 2026 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 (NSDL) 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 Tuesday, September 08, 2026 at 9:00 a.m. and ended on Thursday, September 10, 2026 at 5:00 p.m.

The votes cast were unblocked on Friday, September 11, 2026 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.

Mr. Harshit Dave	Khushi Ms. Khushi Morsawala

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 Friday, September 11, 2026 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:

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

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, 2026 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	10	10,38,787	0	0	10	10,38,787	99.9999
Dissent	1	1	0	0	1	1	0.0001
Total	**11**	**10,38,788**	**0**	**0**	**11**	**10,38,788**	**100.0000**

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	**10,38,788**	**100.0000**
Assented to Resolution	10,38,787	99.9999
Dissented to Resolution	1	0.0001

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Mahendra Kumar 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	10	10,38,787	0	0	10	10,38,787	99.9999
Dissent	1	1	0	0	1	1	0.0001
Total	**11**	**10,38,788**	**0**	**0**	**11**	**10,38,788**	**100.0000**

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	**10,38,788**	**100.0000**
Assented to Resolution	10,38,787	99.9999
Dissented to Resolution	1	0.0001

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

SPECIAL BUSINESS:

Item No. 3: Special Resolution

To consider Continuation of Directorship of Mr. Mahendra Kumar 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	10	10,38,787	0	0	10	10,38,787	99.9999
Dissent	1	1	0	0	1	1	0.0001
Total	**11**	**10,38,788**	**0**	**0**	**11**	**10,38,788**	**100.0000**

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	**10,38,788**	**100.0000**
Assented to Resolution	10,38,787	99.9999
Dissented to Resolution	1	0.0001

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

Item No. 4: <u>Ordinary Resolution</u>

To approve Material Related Party Transactions of the Company with VIP Industries Limited.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	6	2,29,555	0	0	6	2,29,555	99.9996
Dissent	1	1	0	0	1	1	0.0004
Total	**7**	**2,29,556**	**0**	**0**	**7**	**2,29,556**	**100.0000**

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	**2,29,556**	**100.0000**
Assented to Resolution	2,29,555	99.9996
Dissented to Resolution	1	0.0004

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

Item No. 5: Ordinary Resolution

To approve Material Related Party Transactions of the Company with Piramal Vibhuti Investments Limited.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	6	2,29,555	0	0	6	2,29,555	99.9996
Dissent	1	1	0	0	1	1	0.0004
Total	**7**	**2,29,556**	**0**	**0**	**7**	**2,29,556**	**100.0000**

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	**2,29,556**	**100.0000**
Assented to Resolution	2,29,555	99.9996
Dissented to Resolution	1	0.0004

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

RESULTS

The above-mentioned resolutions are passed with requisite majority as on the date of the 145th AGM of the Company i.e. Friday, September 11, 2026.

Yours faithfully,

Thanking You,

Countersigned by
KEMP & COMPANY LIMITED

KARAN VIJAY KUMAR GUDHKA

Digitally signed by KARAN VIJAY KUMAR GUDHKA
Date: 2026.09.11 17:13:10 +05'30'

Karan Gudhka
Company Secretary

Place: Mumbai
Date: 11/09/2026

RAGINI CHOKSHI & CO. Company Secretaries C.P. 1436 MUMBAI

For Ragini Chokshi & Co.
(Company Secretaries)

RAGINI KAMAL CHOKSHI

RAGINI KAMAL CHOKSHI
2026.09.11
17:02:24+05'30'

Ragini Chokshi
(Partner)
Membership No.: F2390
C.P. No.: 1436
UDIN: F002390H001455336

Place: Mumbai
Date: 11/09/2026