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

18th August, 2026

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal St, Kala Ghoda, Fort,
Mumbai – 400001
BSE Code NO. 506530

Subject: Submission of Notice convening 145th Annual General Meeting of Kemp & Company Limited for the Financial Year 2025-26

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) ("LODR") Regulations, 2015, please find enclosed herewith electronic copy of the Notice of the 145th Annual General Meeting (AGM) for the financial year 2025-26 ("Annual Report"), being sent today i.e. 18th August, 2026 by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The Notice of the AGM is given on page no. 2 to 19 forming part of the Annual Report 2025-26 which are being filed separately for Stock Exchange disclosure purposes under Regulation 34 of SEBI (LODR) Regulations, 2015.

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

Thanking you,

Yours faithfully,

For **Kemp & Company Limited**

KARAN VIJAY KUMAR GUDHKA
Digitally signed by KARAN VIJAY KUMAR GUDHKA
Date: 2026.08.18 16:50:37 +05'30'

Karan Gudhka
Company Secretary

Encl.: As above

NOTICE

NOTICE is hereby given that the 145th Annual General Meeting ("**AGM**") of the Members of KEMP & COMPANY LIMITED will be held on Friday, 11th September, 2026, at 3:00 p.m. IST through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS:

1. 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.

2. 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.

SPECIAL BUSINESS:

3. To consider Continuation of Directorship of Mr. Mahendra Kumar Arora (DIN: 00031777) as Non-Executive, Non-Independent Director of the Company.

   To consider and if thought fit, to pass the following resolution as **Special Resolution**:

   "**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under including any statutory modification(s) or re-enactment thereof, consent of the members of the Company be and is hereby accorded for continuation of Mr. Mahendra Kumar Arora (DIN: 00031777), who has already attained 75 years of age, as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

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

   To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), as amended from time to time, read with SEBI Master Circular and the Company's Policy on materiality of and dealing with related party transactions, and in accordance with the recommendation of the Audit Committee and the Board, approval of the members be and is hereby accorded on an omnibus basis to material related party transactions that the Company shall enter into with VIP Industries Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) per annum for a period of 5 consecutive financial years with effect from Financial Year 2026-27 till Financial Year 2030-31, which inter-alia are in the nature of sale of goods and services, payment of license fees for the property given on leave & license basis and any other transfer of resources, services or obligation to meet the objectives or requirement ("Transactions").

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

   To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), as amended from time to time, read with SEBI Master Circular and the Company's Policy on materiality of and dealing with related party transactions, and in accordance with the recommendation of the Audit Committee and the Board, approval of the members be and is hereby accorded on an omnibus basis to material related party transactions that the Company shall enter into with Piramal Vibhuti Investments Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit up to a maximum aggregate value of Rs. 2,00,00,000/- (Rupees Two Crores only) per annum for a period of 5 consecutive financial years with effect from Financial Year 2026-27 till Financial Year 2030-31, which inter-alia are in the nature of paying the rent and maintenance charges for the property taken on monthly tenancy and any other transfer of resources, services or obligation to meet the objectives or requirement ("Transaction").

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By the Order of the Board of Directors

Place: Mumbai
Date: 4th August, 2026

Karan Gudhka
Company Secretary

Registered Office:
5th Floor, DGP House, 88-C, Old Prabhadevi Road,
Mumbai - 400 025, Maharashtra, India
CIN: L24239MH1982PLC000047

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated 22nd September, 2025, and other circulars issued in this respect, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3rd October, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, Annual General Meeting ("AGM") shall be conducted through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the MCA Circulars and the SEBI Circulars, the 145th AGM of the Company is being held through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 3, 4 & 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re- appointment at this AGM are also annexed. All documents referred in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can visit the website of the Company i.e. www. kempnco.com.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to all the members on first come first served basis.

5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. The Notice calling the AGM has been uploaded on the website of the Company at www.kempnco.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them.

   Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to MUFG Intime in case the shares are held in physical form.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, 8th September, 2026 through email on kemp-investor@kempnco.com. The same will be replied by the Company suitably.

11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

12. During the Financial Year 2025-26, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount of Dividend	No. of Shares
Final Dividend for the Financial Year 2017-2018	5742.00	482.00

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM alongwith the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on the cutoff date i.e., Friday, 7th August, 2026. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.kempnco.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL https://www.evoting.nsdl.com.

14. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 5th September, 2026 up to Friday, 11th September, 2026 (both days inclusive) for taking records of the Members of the Company for the purpose of 145th Annual General Meeting of the Company to be held on Friday, 11th September, 2026 at 3:00 p.m.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. Instructions for e-voting and joining the AGM are as follows:

A. **VOTING THROUGH ELECTRONIC MEANS**

The remote e-voting period begins on Tuesday, 8th September, 2026 at 9:00 a.m. and ends on Thursday, 10th September, 2026 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 4th September, 2026, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 4th September, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia. com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 140797 then user ID is 135108001***

5. Password details for Shareholders other than Individual Shareholders are given below:

   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c. How to retrieve your 'initial password'?

      (i). If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

      (ii). If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b. **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting. nsdl. com.

   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.

   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl. com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91222499 4545/ 1800-222-990

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kemp-investor@kempnco.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kemp-investor@kempnco.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode**.
3. Alternatively Shareholders / Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC / OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at kemp-investor@kempnco.com. The same will be replied by the Company suitably.

By the Order of the Board of Directors

Place: Mumbai
Date: 4th August, 2026

Karan Gudhka
Company Secretary

Registered Office:
5th Floor, DGP House, 88-C, Old Prabhadevi Road,
Mumbai - 400 025, Maharashtra, India
CIN: L24239MH1982PLC000047

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 3 to 5 in the accompanying Notice dated 4th August, 2026:

ITEM NO. 3:

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Mahendra Kumar Arora is a Non-Executive, Non-Independent Director of the Company. Mr. Mahendra Kumar Arora, is a Qualified Company Secretary and Cost Accountant, he has completed his post-graduation in the stream of Commerce and graduation in the stream of Law. He has an experience of more than five decades in the Corporate Law and General Management. The Board considers that his continuation would benefit the Company. Hence, to comply with the above regulatory requirement, it is proposed to continue the appointment of Mr. Mahendra Kumar Arora as Non-Executive, Non-Independent Director of the Company, who shall be liable to retire by rotation. Thus, Item No. 3 is placed for approval of Members by way of Special Resolution. Details of Mr. Mahendra Kumar Arora is annexed hereto. Save and except Mr. Mahendra Kumar Arora and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board recommends passing of Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4:

Pursuant to provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed there under, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material proposed Related Party Transactions shall require approval of the Shareholders by an Ordinary Resolution.

The Company is purchasing products/goods from VIP Industries Limited for selling in retail through its outlets and is in receipt of license fees for the property given on Leave & License basis to VIP Industries Limited. The above-mentioned arrangements are / will be continuing business transactions.

The Company along with Mr. Dilip Piramal, Director and Mrs. Shalini D. Piramal, Managing Director, forms part of the Promoter/ Promoter group of VIP Industries Limited. Mrs. Shalini D. Piramal, Managing Director of the Company is also an Non-Executive, Non-Independent Director of VIP Industries Limited, and hence VIP Industries Limited is considered as a related party.

In accordance with Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') all related party transactions and subsequent material modifications thereto require prior approval of the Audit Committee. Further as per Regulation 23(4) of the Listing Regulations, all material related party transactions and subsequent material modifications thereto require prior approval of the shareholders. As per Regulation 23 of the Listing Regulations read with Company's Policy on Materiality of and dealing with Related Party Transactions ('the RPT Policy'), Material Related Party Transaction means a transaction with a Related Party where the transaction/ transactions to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company ('Materiality Threshold'). The aforesaid transactions by the Company with VIP Industries Limited, are estimated to be ₹ 2,50,00,000/- (Rupees Two Crores Fifty Lakhs Only) per annum and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. Accordingly, aforesaid transactions requires approval of the Members of the Company by way of passing of an Ordinary Resolution. The said approval would be effective with effect from the Financial Year 2026-27 and shall be valid for a period of 5 consecutive Financial Years i.e., upto Financial Year 2030-31.

The details of the proposed RPTs between the Company and VIP Industries Limited as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Basic details of the related party A(1):

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	VIP Industries Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	VIP Industries Limited is engaged in the business of manufacture and/ or sale of: 1. luggage of different kinds including the categories of hard luggage upright, soft luggage upright, backpacks, duffel bags, business cases, handbags and accessories, which categories (on the Execution Date) include the following brands: (i) Carlton, (ii) VIP, (iii) Skybags, (iv) Aristocrat, (v) Alpha, (vi) Alphalite and (vii) Caprese, and/or 2. zips, trolleys, wheels or convi-packs used in any of the products set forth in paragraph (A) above, and/ or 3. the business of manufacturing any product covered in (1) or (2) as a contract manufacturer for other businesses.

<u>A (2). Relationship and ownership of the related party</u>

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/~~subsidiary[1] –~~(in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity~~/ subsidiary (in case of transaction involving the subsidiary)~~, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives* *[3]shall also be considered.*	Kemp & Company Limited is holding 10,000 equity shares in VIP Industries Limited amounting to 0.01 % of its share capital. N/A

A(3): Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table>
<tr><th>Name of Related Party</th><th>Nature of transaction</th><th>FY 2025-26</th></tr>
<tr><td>VIP Industries Limited</td><td>a. Purchase of goods
b. Monthly tenancy
c. Purchase of Immovable Property</td><td>Rs. 56,95,887/-
Rs. 4,50,000/-
Rs. 40,30,29,000/-</td></tr>
</table></td><td>Yes</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.
<table>
<tr><th>Name of Related Party</th><th>Nature of transaction</th><th>FY 2026-27 (upto 30th June, 2026)</th></tr>
<tr><td>VIP Industries Limited</td><td>a. Purchase of goods
b. Monthly tenancy</td><td>Rs. 12,63,250/-
Rs. 4,50,000/-</td></tr>
</table></td><td>Yes</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td></tr>
</table>

A(4): Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The Company estimates that the monetary value for the proposed RPTs in each financial year from FY 2026-27 to FY 2030-31 to be upto Rs. 2,50,00,000/- .
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	The proposed transaction is a material RPT under LODR.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	83.40%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N/A
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.13%

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:
<table>
<tr><th>Particulars</th><th>FY 2025-26 (INR)</th></tr>
<tr><td>Turnover</td><td>1,858,13,32,971</td></tr>
<tr><td>Profit After Tax</td><td>(338,01,95,673)</td></tr>
<tr><td>Net worth</td><td>289,50,10,516</td></tr>
</table></td><td></td></tr>
</table>

A(5).Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a. Buying the products of VIP Industries Limited; b. Receipt of License Fees for the premises situated at Ground Floor, VIP House, 88C, Old Prabhadevi Road, Mumbai – 400025
2.	Details of each type of the proposed transaction	The proposed RPTs between the Company and VIP Industries Limited shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis. These include: (i) purchase of the products of VIP Industries Limited; (ii) receiving License Fees for a property given to VIP Industries Limited on Leave & License basis.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 years. From FY 2026-27 to FY 2030-31.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company estimates that the monetary value for above specified transactions in each of the 5 financial years from FY 2026-27 to FY 2030-31 to be upto Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed related party transactions are undertaken in the ordinary course of business and are intended to support the Company's business operations. The purchase and retail sale of products facilitate the expansion and continuity of the Company's retail business by leveraging established product offerings, while the receipt of licence fees from the property licensed to the related party enables efficient utilization of the Company's assets and provides a steady source of revenue. The transactions are entered into on an arm's length basis and are considered to be in the best interests of the Company and its stakeholders.

S. No.	Particulars of the information	Information provided by the management
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Dilip Piramal and Mrs. Shalini D. Piramal
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party;	Mr. Dilip Piramal and Mrs. Shalini D. Piramal holds shares in VIP Industries Limited respectively, which are as follows: Mr. Dilip Piramal (self) – 6,39,120 (0.45%) Mrs. Shalini D. Piramal (self) - 3,33,500 (0.23%) **Through relatives** Ms. Aparna Piramal - Daughter - 1,44,750 (0.10%) Ms. Radhika Piramal - Daughter - 2,22,487 (0.16%)
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N/A

Save and except Mrs. Shalini D. Piramal & Mr. Dilip Piramal and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends passing of Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5:

Pursuant to provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed there under, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material proposed Related Party Transactions shall require approval of the Shareholders by an Ordinary Resolution.

For the convenience of operations and management of the property, the Company has given on monthly tenancy and for providing related services its commercial premises located at DGP House and Moderna House, Plot No. 88-C, Old Prabhadevi Road, Mumbai - 400025 to Piramal Vibhuti Investments Limited, which is the holding company of the Company. The Company is in receipt of rent and maintenance charges from Piramal Vibhuti Investments Limited. The above-mentioned arrangements are / will be continuing business transactions.

Mrs. Shalini D. Piramal, Managing Director, Mr. Dilip Piramal, Director and Mr. Mahendra Kumar Arora, Director of the Company are also Director(s) of Piramal Vibhuti Investments Limited, and Piramal Vibhuti Investments Limited being an Holding Company of the Company is considered as a related party.

In accordance with Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') all related party transactions and subsequent material modifications thereto require prior approval of the Audit Committee. Further as per Regulation 23(4) of the Listing Regulations, all material related party transactions and subsequent material modifications thereto require prior approval of the shareholders. As per Regulation 23 of the Listing Regulations read with Company's Policy on Materiality of and dealing with Related Party Transactions ('the RPT Policy'), Material Related Party Transaction means a transaction with a Related Party where the transaction/ transactions to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company ('Materiality Threshold'). The aforesaid transactions by the Company with Piramal Vibhuti Investments Limited, are estimated to be ₹ 2,00,00,000/- (Rupees Two Crores Only) per annum and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. Accordingly, these transaction requires approval of the Members of the Company by way of passing of an Ordinary Resolution. The said approval would be effective with effect from the Financial Year 2026-27 and shall be valid for a period of 5 consecutive Financial Years i.e., upto Financial Year 2030-31.

The details of the proposed RPTs between the Company and Piramal Vibhuti Investments Limited as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”) along with details as required under the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) are set forth below:

A (1). Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Piramal Vibhuti Investments Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Piramal Vibhuti Investments Limited is engaged in the business of Real Estate and Investments activities.

A (2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/~~subsidiary[1]~~–(in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity~~/ subsidiary (in case of transaction involving the subsidiary)~~, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives* *[3]shall also be considered.*	Kemp & Company Limited is holding 1,768 equity shares in Piramal Vibhuti Investments Limited amounting to 1.34 % of its share capital. N/A

A(3): Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table>
<tr><th>Name of Related Party</th><th>Nature of transaction</th><th>FY 2025-26</th></tr>
<tr><td rowspan="2">Piramal Vibhuti Investments Limited</td><td>a. Monthly tenancy</td><td>Rs. 22,35,768/-</td></tr>
<tr><td>b. Maintenance charges</td><td>Rs. 67,07,304/-</td></tr>
</table></td><td>Yes</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.
<table>
<tr><td>Name of Related Party</td><td>Nature of transaction</td><td>FY 2026-27 (upto 30th June, 2026)</td></tr>
<tr><td>Piramal Vibhuti Investments Limited</td><td>a. Monthly tenancy
b. Maintenance charges</td><td>Rs. 5,58,942/-
Rs. 16,76,826/-</td></tr>
</table></td><td>Yes</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td></tr>
</table>

A(4): Amount of the proposed transaction(s)

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>The Company estimates that the monetary value for the proposed RPTs in each financial year from FY 2026-27 to FY 2030-31 to be upto Rs. 2,00,00,000/-.</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>The proposed transaction is a material RPT under LODR.</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>66.72%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>N/A</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>9.74%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:
<table>
<tr><th>Particulars</th><th>FY 2025-26 (INR)</th></tr>
<tr><td>Turnover</td><td>20,52,80,000</td></tr>
<tr><td>Profit After Tax</td><td>(18,08,77,000)</td></tr>
<tr><td>Net worth</td><td>1,248,11,84,000</td></tr>
</table></td><td></td></tr>
</table>

A(5).Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Monthly tenancy and maintenance charges of the premises situated at DGP House and Moderna House, Plot No. 88-C, Old Prabhadevi Road, Mumbai – 400025
2.	Details of each type of the proposed transaction	The Company has given on monthly tenancy its commercial premises located at DGP House and Moderna House situated at Plot No. 88-C, Old Prabhadevi Road, Mumbai - 400025 to Piramal Vibhuti Investments Limited.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 years. From Financial Year 2026-27 to Financial Year 2030-31.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company estimates that the monetary value for above specified transactions in each of the 5 financial years from FY 2026-27 to FY 2030-31 to be upto Rs. 2,00,00,000/- (Rupees Two Crore only) per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed related party transaction for the tenancy of the Company's commercial premises is undertaken in the ordinary course of business and is necessary to ensure the continued availability of office space for the Company's operations. The arrangement provides operational stability and enables the efficient conduct of the Company's business activities. The transaction is entered into on an arm's length basis, and is considered to be in the best interests of the Company and its stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Dilip Piramal, Non-Executive & Non-Independent Director, Mrs. Shalini D. Piramal, Managing Director and Mr. Mahendra Kumar Arora, Non-Executive & Non-Independent Director are the common Directors in Piramal Vibhuti Investments Limited
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party;	Mr. Dilip Piramal (self) – 2 (0.00%) Mrs. Shalini D. Piramal (self) – Nil **Through relatives** Ms. Radhika Piramal - Daughter - 1 (0.00%) Ms. Priyadarshini Piramal – Daughter – 2 (0.00%) --------------- Mr. Mahendra Kumar Arora (Self) - Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N/A

Save and except Mrs. Shalini D. Piramal, Mr. Dilip Piramal and Mr. Mahendra Kumar Arora and their respective relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends passing of Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Annexure 1

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND THE COMPANIES ACT, 2013:

Name of the Director	Mr. Mahendra Kumar Arora
Date of Birth	05.04.1941
Date of First Appointment	30.05.2011
Experience in specific functional area	Experience of more than 5 decades in the Corporate Law and General Management
Qualifications	ACS, ACWA, M.Com and LLB
Key terms and conditions of appointment / re- appointment	As per the letter of Appointment
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	NA
Number of meetings of the Board attended during FY 2025-26	4/5
No. of Equity shares held in the Company	Nil
Directorship held in other Companies	1. Kiddy Plast Limited 2. Trimuriti Glass Containers Limited 3. Piramal Vibhuti Investments Limited 4. Piramal DGP Enterprises Private Limited
Remuneration sought to be paid	Sitting Fees
Remuneration last drawn	Rs. 90,000/-
Membership / Chairmanship of Committees of other public companies	Nil
Relationship with other Directors/Managers, KMP's	None

By the Order of the Board of Directors

Place: Mumbai
Date: 4th August, 2026

Karan Gudhka
Company Secretary

Registered Office:
5th Floor, DGP House, 88-C, Old Prabhadevi Road,
Mumbai - 400 025, Maharashtra, India
CIN: L24239MH1982PLC000047