



**KEMP & COMPANY LTD.**

DGP House, 88-C, Old Prabhadevi Road, Mumbai - 400 025, India. • E-mail : [kemp-investor-help@vipbags.com](mailto:kemp-investor-help@vipbags.com)  
Phone : +91 22 6653 9000 • Fax : +91 22 6653 9089 • CIN : L24239MH1982PLC000047 • Web : [www.kempnco.com](http://www.kempnco.com)

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9<sup>th</sup> September, 2025

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

**Scrip Code: 506530**

Dear Sir/ Madam,

**Subject : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 read with Paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby inform you that, shareholders of the Company at their 144<sup>th</sup> Annual General Meeting held earlier today i.e. Tuesday, 9<sup>th</sup> September, 2025, commenced at 03:00 P.M (IST) through Video Conferencing, has, *inter-alia*, approved adoption of new set of Articles of Association of the Company (“Restated AOA”) incorporating certain provisions of the Shareholders Agreement dated 13<sup>th</sup> July, 2025 entered into between the Seller Group (as defined in the Restated AOA) and the Purchasers (as defined in the Restated AOA). The Restated AOA shall be effective from Effective date which, as defined in the Restated AOA, is earlier of (A) the date on which Tranche 1 Completion occurs within the meaning of that expression in the Purchaser SPA, or (B) the date on which the Purchasers serve a Control Notice.

The brief details of the amendment to the Articles of Association of the Company as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given at Annexure A.

Thanking you,

Yours faithfully,  
For Kemp & Company Limited

Karan Gudhka  
Company Secretary

Encl. a/a



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## Annexure A

Disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (as amended from time to time):

<b>Serial</b>	<b>Mutation/ Changes</b>
<b>Part B</b>	<p>The Restated AOA (as defined above) has been adopted to incorporate the relevant provisions of Shareholders Agreement dated 13<sup>th</sup> July 2025 relating to, inter alia,;</p> <ul style="list-style-type: none"><li>a) certain ‘vote-along’ covenants in respect of the shareholding of the Company in VIP Industries Limited;</li><li>b) transfer restrictions on the shares of VIP Industries Limited held by the Company;</li><li>c) non-solicitation obligations; and</li><li>d) covenants related to appointment of Company representative.</li></ul>