



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

12th May, 2025

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

BSE Code No. 506530

Subject: Outcome of Board meeting held on Monday, 12th May, 2025

Dear Sir/Madam,

In continuation to our letter dated 5th May, 2025, we wish to inform you that the Board of Directors at its meeting held today at 4:30 p.m. and concluded at 5:00 p.m. have approved the following:

- i) Audited Financial Results for the quarter and year ended 31st March, 2025; and
- ii) Statutory Auditors Report on the Audited Financial Results for the year ended 31st March, 2025.
- iii) Re-designation of Mr. Maneck Davar (DIN: 01990326) from Non-Executive, Independent Director to Non-Executive, Independent Director and Chairman of the Company w.e.f. 12th May, 2025.
- iv) Appointment of M/s. Ragini Chokshi & Co. as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 to financial year 2029-30, subject to approval of the Shareholders at the ensuing Annual General Meeting.
- v) With reference to email dated 15th April, 2025 as received from BSE Limited the Company had paid a fine amounting to Rs. 10,000/- levied by BSE Limited in respect of non-compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, arising out of delay in filing of voting results of Postal ballot within the timelines specified under the said regulation. The matter was placed before the Board meeting. The Board took note of the same and advised exercising due diligence to avoid recurrence.

Disclosure required as per SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, are enclosed as Annexure A and B.

The report of M L Bhuwania and Co., LLP, Chartered Accountants, the Statutory Auditors of the Company, is with unmodified opinion with respect to the Audited Financial Results for the year ended 31st March, 2025.



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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 Gudhka
Company Secretary
Encl.: as above

KEMP & COMPANY LTD

Regd. Off: DGP House, 5th Floor, 88-C, Old Prabhadevi Road, Mumbai-400 025
 website - www.kempnco.com Tel No. 022-66539000 Fax No. 022-66539089
 CIN No. - L24239MH1982PLC000047, Email : kemp-investor@kempnco.com

Statement of Audited Financial Results for the Quarter and Year Ended 31st March, 2025

(Rs.in lakhs)

Sr No	Particulars	Quarter Ended			Year Ended	
		(Audited) 31-03-2025	(Unaudited) 31-12-2024	(Audited) 31-03-2024	(Audited) 31-03-2025	(Audited) 31-03-2024
1	Income					
	(a) Revenue from Operations	76.03	74.99	74.09	291.04	295.24
	(b) Other Income	0.02	4.10	78.93	26.58	112.44
	Total Income	76.05	79.10	153.02	317.62	407.68
2	Expenses:					
	a) Cost of Materials consumed	-	-	-	-	-
	b) Purchase of Stock-in-trade	13.85	12.64	15.53	59.16	67.13
	c) Changes in Inventory of Stock-in-trade	7.90	2.93	(1.92)	9.99	(3.29)
	d) Employee Benefits Expenses	24.44	35.65	40.95	131.01	130.24
	e) Finance Costs	-	-	-	-	-
	f) Depreciation and Amortisation expense	2.07	2.20	(0.92)	8.68	9.47
	g) Other expenses	55.90	54.25	65.93	232.99	231.05
	Total Expenses	104.16	107.67	119.56	441.82	434.59
3	Profit/(Loss) before tax and before exceptional items (1-2)	(28.12)	(28.58)	33.46	(124.20)	(26.91)
4	Exceptional Items	-	-	-	-	-
5	Profit / (Loss) before tax (3-4)	(28.12)	(28.58)	33.46	(124.20)	(26.91)
6	Tax Expense					
	- Current tax	(0.02)	-	-	(0.02)	(1.21)
	- Deferred tax	9.05	(7.05)	11.38	(14.18)	(0.45)
	Total Tax Expenses	9.03	(7.05)	11.38	(14.20)	(1.66)
7	Profit / (Loss) for the period (5-6)	(37.14)	(21.53)	22.08	(110.00)	(25.25)
8	Other Comprehensive Income					
	A. (i) Items that will not be reclassified to Profit or Loss	(10,899.58)	(1,867.97)	(2,902.64)	(9,671.74)	(3,919.08)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	1,910.96	267.06	605.98	1,555.96	729.39
	B. (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	Total Other Comprehensive Income, net of income tax	(8,988.61)	(1,600.91)	(2,296.66)	(8,115.78)	(3,189.69)
9	Total Comprehensive Income for the period (7+ 8)	(9,025.75)	(1,622.43)	(2,274.58)	(8,225.78)	(3,214.94)
10	Paid-up equity share capital (face value of Rs 10/- per share)	108.02	108.02	108.02	108.02	108.02
11	Reserve excluding revaluation reserve as at balance sheet date	-	-	-	12,845.88	21,071.66
12	Earning per share (EPS) (of Rs 10/- each) (not annualised)					
	Basic/ Diluted EPS	(3.44)	(1.99)	2.04	(10.18)	(2.34)



Signature

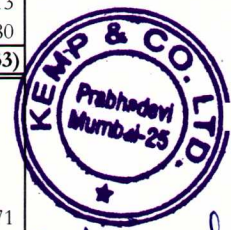
STATEMENT OF ASSETS AND LIABILITIES AS AT 31st March 2025			
	PARTICULARS	31-03-2025	31-03-2024
		Audited	Audited
A	ASSETS		
	Non - Current Assets		
(a)	Property, Plant and Equipment	12.14	11.63
(b)	Investment Property	186.18	193.28
(c)	Financial assets		
(i)	Non Current Investments	12,483.54	22,153.74
(ii)	Trade Receivable	11.22	11.22
(iii)	Other non -current financial assets	10.85	10.91
(d)	Deferred Tax Assets (Net)	47.35	-
(e)	Other tax assets (Net)	44.58	51.61
(f)	Other non-current assets	-	-
	Total - Non - Current Assets	12,795.87	22,432.40
	Current Assets		
(a)	Inventories	20.80	30.79
(b)	Financial assets		
(i)	Current Investments	0.29	163.70
(ii)	Trade receivables	85.55	122.91
(iii)	Cash and cash equivalents	22.31	15.80
(iv)	Bank balances other than (iii) above	0.97	2.32
(c)	Other tax assets	7.32	7.32
(d)	Other current assets	100.35	3.36
	Total - Current Assets	237.60	346.21
	TOTAL- ASSETS	13,033.47	22,778.60
B	EQUITY AND LIABILITIES		
	EQUITY		
(a)	Equity Share Capital	108.02	108.02
(b)	Other Equity	12,845.88	21,071.66
	TOTAL- EQUITY	12,953.90	21,179.68
	LIABILITIES		
1	Non Current Liabilities		
(a)	Financial Liabilities		
(i)	Other Non Current Financial Liabilities	0.05	0.05
(b)	Provisions	0.59	0.41
(c)	Deferred tax liabilities (Net)	-	1,522.79
	Total - Non- Current Liabilities	0.64	1,523.25
2	Current Liabilities		
(a)	Financial Liabilities		
(i)	Trade Payables		
(a)	Dues of micro and small enterprises	-	-
(b)	Dues other than micro and small enterprises	38.40	33.36
(ii)	Other Financial Liabilities	0.97	2.32
(b)	Other Current Liabilities	4.86	6.55
(c)	Provisions	34.69	33.43
	Total - Current Liabilities	78.93	75.67
	TOTAL- EQUITY AND LIABILITIES	13,033.47	22,778.60



KEMP & COMPANY LIMITED
AUDITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

(Amounts in Lakhs)

Particulars	Year Ended March, 2025	Year Ended March, 2024
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxes	(124.20)	(26.91)
<u>Adjustment for:</u>		
Dividend income on from Equity Instrutements designated at FVOCI	(10.69)	(80.79)
Net loss/(gain) on financial assets measured at FVTPL	7.01	8.75
Depreciation & amortization expense	8.68	9.47
(Profit)/ Loss on sales of Property, Plant and Equipment	-	(1.41)
Realised Gain on sale of investment in Mutual Fund	(12.36)	(28.60)
Interest Income	(0.78)	(1.38)
Sundry balance written off/(back) (Net)	(2.76)	(0.25)
	(10.90)	(94.23)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(135.10)	(121.14)
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Trade Receivables	37.39	(26.35)
Inventories	9.99	(3.29)
Other non current assets	-	0.01
Other current assets	(95.64)	(3.71)
Other financial liabilities (Non Current)	-	(0.14)
Provision (Non Current)	0.18	0.27
Other current financial assets	(0.00)	(0.00)
Trade Payables	5.71	(28.03)
Other current liabilities	0.44	(1.19)
Provision (Current)	(0.28)	(38.68)
	(42.22)	(101.12)
Cash Generated from Operations	(177.32)	(222.26)
Direct Taxes paid (Net)	7.82	(19.45)
NET CASH FROM OPERATING ACTIVITIES	(169.50)	(241.71)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(2.09)	(1.37)
Sale of Property, Plant and Equipment	-	1.86
Purchase of Investments	(90.00)	(86.40)
Sale of Investments	258.76	339.72
Dividend Received	10.69	80.79
	177.36	334.60
NET CASH FROM INVESTING ACTIVITY	177.36	334.60
C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(1.35)	(128.21)
	(1.35)	(128.21)
NET CASH FROM FINANCING ACTIVITY	(1.35)	(128.21)
NET DECREASE IN CASH & CASH EQUIVALENTS(A+B+C)	6.51	(35.33)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	15.80	51.13
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	22.31	15.80
	6.51	(35.33)
Notes		
<u>Closing Balance of Cash & Cash Equivalents</u>		
1 Cash and Cash Equivalents Includes:		
- CASH IN HAND	0.94	0.71
<u>BALANCE WITH SCHEDULED BANKS</u>		
- IN CURRENT ACCOUNT	21.38	15.09
	22.31	15.80



- Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

KEMP & COMPANY LTD

(Rs.in lakhs)

Segement wise revenue, results and capital employed						
	Particulars	Quarter Ended			Year Ended	
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
		31-03-2025	31-12-2024	31-03-2024	31-03-2025	31-03-2024
1	Segment Revenue (Revenue from Operations)					
	(a) Trading Activity	20.23	21.89	20.05	83.47	89.57
	(b) Real Estate	55.80	53.11	54.04	207.57	205.67
	Net sales/Income from Operations	76.03	74.99	74.09	291.04	295.24
2	Segment Profit Before Tax & Finance Cost					
	(a) Trading Activity	(6.46)	0.91	8.87	(5.78)	8.12
	(b) Real Estate	9.36	7.88	10.66	26.58	41.69
	Total	2.89	8.79	19.53	20.80	49.81
	Less : Finance Cost	-	-	-	-	-
	Add: Other Un-allocable Income net off Unallocable Expenditure	(31.00)	(37.37)	13.93	(144.98)	(76.71)
	Total Profit (+)/ Loss (-) before Tax	(28.12)	(28.58)	33.46	(124.20)	(26.91)
3	Capital Employed					
	(a) Trading Activity	(4.08)	2.93	11.67	(4.08)	11.67
	(b) Real Estate	292.57	297.06	336.64	292.57	336.64
	(c) Other Unallocated Income	12665.42	19,934.01	20,831.38	12,665.42	20,831.38
	Total Capital Employed	12,953.90	20,233.99	21,179.68	12,953.90	21,179.68

NOTES :

- The above audited financial results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 12th May, 2025.
- These financial results have been prepared in accordance with the recognition and measurement principles under Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- The Audited statement of cash flow has been prepared under the indirect method as set out in Ind-AS- 7 on the " Statement of Cash Flows .
- The figure of the current quarter and quarter ended 31st March, 2025 are the balancing figures between audited figures of the full financial year ended 31st March, 2025 and 31st March, 2024 respectively and published year to date figures upto third quarter 31st December, 2024 and 31st December, 2023 respectively.
- Figures of corresponding previous year/period(s) have been regrouped /reclassified wherever necessary.



On behalf of the Board of Directors
for KEMP & COMPANY LTD.

Shalini D. Piramal

Shalini D. Piramal
Managing Director
D.I.No - 01365328

Place: Mumbai
Date: 12th May, 2025

M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.

T : +91 22 3507 4949 E : info@mlbca.in W : www.mlbca.in

INDEPENDENT AUDITOR'S REPORT ON QUARTERLY AND YEAR TO DATE AUDITED FINANCIAL RESULTS OF THE COMPANY PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

To
The Board of Directors of
KEMP & COMPANY LIMITED

Report on the Audit of the Financial Results

Opinion

We have audited the accompanying Statement of Financial Results of **KEMP & COMPANY LIMITED** ("the Company") for the quarter and year ended March 31, 2025 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, these financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- ii. give a true and fair view, in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net loss, other comprehensive income and other financial information for the quarter and year ended March 31, 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial results.



M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

Management's and Board of Directors' Responsibilities for the Financial Results

These financial results have been prepared on the basis of the annual financial statements. The Company's Management and Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial results, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

- Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing an opinion through a separate report on the complete set of annual financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



M L BHUWANIA AND CO LLP

CHARTERED ACCOUNTANTS

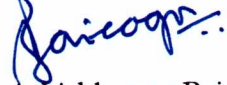
Other Matters

The financial results for the quarter ended on March 31, 2025 and for the corresponding quarter ended March 31, 2024 are the balancing figures between the audited figures in respect of the year ended on March 31, 2025 and March 31, 2024 and the published year to date figures up to the period December 31, 2024 and December 31, 2023, being the date of the end of the third quarter of the respective financial year, which were subject to limited review, as required under the Listing Regulations.

For M L BHUWANIA AND CO LLP

Chartered Accountants

ERN: 101484W / W100197



Ashishkumar Bairagra

Partner

Membership No. 109931

UDIN: 25109931BMIAHL6969

Place: Mumbai

Date: 12th May, 2025

F-11, 3rd Floor, Manek Mahal,
90, Veer Nariman Road, Churchgate,
Mumbai - 400 020, India.





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Annexure A

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise; Change in designation.	Re-designation of Mr. Maneck Davar (DIN: 01990326) from Non-Executive, Independent Director to Non-Executive, Independent Director and Chairman of the Company w.e.f.12 th May, 2025.
2.	Date of appointment/cessation (as applicable) & term of appointment	12 th May, 2025
3.	Brief profile (in case of appointment)	<p>Mr. Maneck Davar (DIN: 01990326) was appointed as an Independent Director of the Company by the Members at the 139th Annual General Meeting of the Company held on 29th September, 2020, for a period of 5 (five) consecutive years commencing from 14th February, 2020 to 13th February, 2025 (both days inclusive). Following the performance evaluation of Mr. Maneck Davar and considering the significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the shareholders vide postal ballot notice dated 5th February, 2025 reappointed Mr. Maneck Davar (DIN: 01990326) as a Non-Executive, Independent Director of the Company for a period of 5 (five) years w.e.f. 14th February, 2025 up to 13th February, 2030.</p> <p>Mr. Maneck Davar serves as the Chairman and Managing Director of Spenta Multimedia Private Limited, India's largest custom magazine publisher. He is also on the board of several other companies, including Mumbai Boat Show Private Limited, Spenta Digital Media Private Limited, Liquid Publishing Private Limited, The Smart Manager Private Limited, and MW. Com Private Limited. In addition, he is an independent director in Foods Inns Limited and Bajel Projects Limited. He is associated with several public organizations, highlighting his commitment to community service. Chairman and Trustee of The Society for the Protection of Children in Western India, President of Society for Human and Environment Development (SHED), Former Chairman of the Kala Ghoda Association, Former Managing Trustee of Make-A-Wish Foundation India, Maneck's dedication to serving his community has earned him recognition and respect.</p>
4.	Disclosure of relationships between directors (in case of appointment of a Director)	Not Applicable



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Annexure B

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment of M/s. Ragini Chokshi & Co., a Peer Reviewed Practicing Company Secretary Firm having Registration no. 92897, as Secretarial Auditor of the Company.
2.	Date of appointment/cessation (as applicable) & term of appointment	Board of Directors of the Company at its meeting held today, i.e., 12 th May, 2025, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Ragini Chokshi & Co. as Secretarial Auditor of the Company for a term of five years commencing from Financial Year 2025-26 to Financial Year 2029-30 subject to approval of the Shareholders at the ensuing Annual General Meeting.
3.	Brief profile (in case of appointment)	M/s. Ragini Chokshi & Co. is a Peer Reviewed Practicing Company Secretary firm having over 34 years of enriching experience in Secretarial Audit and related practices all over India. The firm has a diverse clientele across several industries including financial services, manufacturing, IT, banking, insurance, and more. The firm has demonstrated in-depth experience in Secretarial Audit, Corporate Governance, Regulatory Compliance, and related areas, and has previously conducted Secretarial Audits for the Company. The firm has a dedicated team of professionals with strong expertise and proficiency in conducting the Secretarial Audits.
4.	Disclosure of relationships between directors (in case of appointment of a Director)	Not Applicable