



## KOKUYO CAMLIN LIMITED

Regd. Office : 48/2, Hilton House, Central Road,  
MIDC, Andheri (East), Mumbai - 400 093. INDIA  
Tel.: 91-22-6655 7000 Fax : 91- 22-2836 6579  
E-mail : info@kokuyocamlin.com  
Website : www.kokuyocamlin.com  
CIN - L24223MH1946PLC005434

25<sup>th</sup> February, 2025

The Secretary,  
**BSE Limited**  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort, Mumbai-400 001

The Manager,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (East), Mumbai – 400 051

**Scrip Code: 523207**

**Symbol: KOKUYOCMLN**

Dear Sirs,

**Sub: Postal Ballot Notice: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015**

We are enclosing a copy of the Postal Ballot Notice dated 12<sup>th</sup> February, 2025, seeking approval of the members of the Company for the following special resolutions:

1. Payment of remuneration by way of perquisites to Mr. Shriram Sharad Dandekar (DIN: 01056318), Vice Chairman & Non-Executive Director.
2. Remuneration payable to Mr. Satish Veerappa (DIN:00507955) as 'Managing Director' (MD) for a period effective from 1<sup>st</sup> January, 2025 to 31<sup>st</sup> March, 2027.

The Postal Ballot Notice is being circulated to Members whose email addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company / list of Beneficial Owners maintained by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited as on 21<sup>st</sup> February, 2025 (cut-off date), for seeking approval of the members by way of Special resolutions.

The Company has engaged the services of NSDL for the purpose of providing an e-voting facility to all its members. The voting on Postal ballot through remote e-voting shall commence at 9:00 a.m. (IST) on Wednesday, 26<sup>th</sup> February, 2025 and shall end at 5:00 p.m. (IST) on Thursday, 27<sup>th</sup> March, 2025. The result of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on 29<sup>th</sup> March, 2025.

The Postal Ballot notice is available on the website of the Company:  
<https://www.kokuyocamlin.com/announcements>



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You are requested to take the same on record and treat the same as compliance of applicable SEBI Regulations.

Thanking you.

Yours Faithfully,

**FOR KOKUYO CAMLIN LIMITED**

**VIPUL BHOY**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl : a/a



## KOKUYO CAMLIN LIMITED

CIN: L24223MH1946PLC005434

**Regd. Office:** 48/2, Hilton House, Central Road, MIDC, Andheri (East), Mumbai – 400 093

**E-mail:** [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com), **Website:** [www.kokuyocamlin.com](http://www.kokuyocamlin.com)

**Tel:** 022-6655 7000 **Fax:** 022-28366579

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### POSTAL BALLOT NOTICE

[NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and subsequent circulars issued in this regard, latest being Circular no. 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, Kokuyo Camlin Limited (**"the Company"**) is seeking consent of its members for special resolutions in respect of:

1. Payment of remuneration by way of perquisites to Mr. Shriram Sharad Dandekar (DIN: 01056318), Vice Chairman & Non-Executive Director.
2. Remuneration payable to Mr. Satish Veerappa (DIN:00507955) as 'Managing Director' (MD) for a period effective from 1<sup>st</sup> January, 2025 to 31<sup>st</sup> March, 2027.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The proposed special resolutions along with the explanatory statement setting out material facts and reasons thereof is appended for your consideration.

The Board of Directors of the Company, at its meeting held on 12<sup>th</sup> February, 2025 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswi Jogal, Partner of M/s. JHR & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

In compliance with the above referred MCA Circulars and Regulation 44 of Listing Regulations and pursuant to Section 108 and 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility for its members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members are requested to read the instructions annexed to this notice.

Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman & Non-Executive Director of the Company. The results will be declared on or before Saturday, 29<sup>th</sup> March, 2025 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at [www.kokuyocamlin.com](http://www.kokuyocamlin.com)

## **SPECIAL BUSINESS:**

### **1. PAYMENT OF REMUNERATION BY WAY OF PERQUISITES TO MR. SHRIRAM S. DANDEKAR (DIN:01056318), VICE CHAIRMAN & NON-EXECUTIVE DIRECTOR:**

To consider and if thought fit, to give assent or dissent to the following resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded for the payment of remuneration to Mr. Shriram S. Dandekar (DIN: 01056318), Vice Chairman and Non-Executive Director of the Company by way of perquisites in the form of Annual Subscription towards club membership and Provision of Car and Driver with maintenance expenses upto an amount not exceeding ₹ 12,50,000 (Rupees Twelve Lakhs Fifty Thousand Only) per annum with effect from 1<sup>st</sup> April, 2025.

**RESOLVED FURTHER THAT** the above mentioned total remuneration shall be in addition to the fees payable to him for attending the meetings of the Board/ Committees thereof or for any other purpose whatsoever as may be decided/ approved by the Board of Directors (including any Committee thereof) and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.

**RESOLVED FURTHER THAT** Mr. Dilip Dandekar, Chairman & Non-Executive Director or Mr. Satish Veerappa, Managing Director or Mr. Vipul Bhoj, Company Secretary & Compliance Officer be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

### **2. REMUNERATION PAYABLE TO MR. SATISH VEERAPPA (DIN 00507955), AS A ‘MANAGING DIRECTOR’ FOR A PERIOD EFFECTIVE FROM 1<sup>ST</sup> JANUARY, 2025 TO 31<sup>ST</sup> MARCH, 2027:**

To consider and if thought fit, to give assent or dissent to the following resolution, as a Special Resolution:

**RESOLVED THAT** with reference to earlier special resolution passed by the Members by way of postal ballot on 28<sup>th</sup> March, 2024 for an appointment of Mr. Satish Veerappa as Managing Director as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to collectively as ‘Act’) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act, consent of the members be and is hereby accorded for payment of remuneration to Mr. Satish Veerappa (DIN: 00507955), Managing Director of the company for the further period effective from 1<sup>st</sup> January, 2025 to 31<sup>st</sup> March, 2027 and that he shall be entitled to receive a monthly salary of ₹ 7,30,600/- plus house rent allowance, perquisites and other allowances, maximum variables, long term incentives and benefits (collectively called ‘Total Remuneration’) on the terms and conditions as recommended by the Remuneration and Nomination Committee and as set out in the explanatory statement annexed hereto and also as set out in the agreement executed between the Company and Mr. Satish Veerappa, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said agreement in such manner, as may be agreed to between the Board of Directors and Mr. Satish Veerappa.

**RESOLVED FURTHER THAT** pursuant to Section 197 of the Act read with Schedule V of the Act, and other applicable provisions if any, in the event of inadequacy or absence of profits in any financial year of the Company during the term of Mr. Satish Veerappa, consent of the Members of the Company be and is hereby accorded for payment of the remuneration mentioned in the preceding part of the resolution, explanatory statement and the said agreement to Mr. Satish Veerappa, as minimum remuneration.

**RESOLVED FURTHER THAT** Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or Mr. Vipul Bhoj, Company Secretary and Compliance officer be and are hereby severally authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

#### **Regd. Office:**

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
48/2, Hilton House, Central Road,  
M.I.D.C, Andheri (East),  
Mumbai - 400 093.  
Dated: 12<sup>th</sup> February, 2025

**By Order of the Board  
For Kokuyo Camlin Limited**

**Vipul Bhoj  
Company Secretary & Compliance officer**

**Notes:**

1. The Explanatory Statement as required under Section 102 and 110 of the Act, and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts in respect of the business referred to in Item no. 1 and 2 is annexed hereto and forms part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 21<sup>st</sup> February, 2025 ("**Cut-off date**"). In compliance with MCA circulars the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). Postal Ballot Notice will also be available on the Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com), website of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Postal Ballot is being conducted through e-voting only.
3. Only those Members whose names appear on the Register of Members / List of Beneficial Owners as on 21<sup>st</sup> February, 2025 will be considered for the purpose of voting. A person who is not a member as on cut-off date should treat this notice of Postal Ballot for information purpose only.
4. The Resolutions, if passed by the Members through postal ballot shall be deemed to have been passed on Thursday, 27<sup>th</sup> March, 2025 i.e. the last date specified for receipt of the votes through remove e-voting process.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 21<sup>st</sup> February, 2025. The remote e-voting period will commence on Wednesday, 26<sup>th</sup> February, 2025 (9:00 am) and will end on Thursday, 27<sup>th</sup> March, 2025 (5:00 pm). Remote e-voting will be blocked by NSDL thereafter.
6. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL.
7. All the material documents referred to in the explanatory statement shall be available for inspection for Members through electronic mode from 26<sup>th</sup> February, 2025 to 27<sup>th</sup> March, 2025. Members seeking to inspect such documents can send an email to [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com) from their registered email address mentioning their names, folio no./ DP ID & Client ID.
8. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

**The details of the process and manner for remote e-voting are explained herein below****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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing ' <b>IDeAS</b> ' user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password.

Type of shareholders	Login Method
	<p>After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
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 abovementioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method 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*****.
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 101456 then user ID is 101456001***

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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [info@jhrasso.com](mailto:info@jhrasso.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav Assistant Manager - NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.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 [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**Regd. Office:**

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
48/2, Hilton House, Central Road,  
M.I.D.C, Andheri (East),  
Mumbai - 400 093.  
Dated: 12<sup>th</sup> February, 2025

**By Order of the Board  
For Kokuyo Camlin Limited**

**Vipul Bhoy  
Company Secretary & Compliance officer**

**ANNEXURE FORMING PART OF THE NOTICE**  
**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 and 110 of the Companies Act, 2013)**

**ITEM NO. 1:**

The Board of Directors in its meeting held on 12<sup>th</sup> February, 2025 had approved the re-designation of Mr. Shriram S. Dandekar as Vice Chairman and Non-Executive Director effective from 1<sup>st</sup> April, 2025.

The Company proposes to pay remuneration by way of perquisites upto an amount not exceeding ₹ 12,50,000/- (Rupees Twelve Lakh Fifty Thousand Only) per annum, in the form of Annual Subscription towards club membership and Provision of Car and Driver with maintenance expenses, to Mr. Shriram S. Dandekar, Vice Chairman and Non-Executive Director from the date of the aforesaid appointment. The above mentioned total remuneration shall be in addition to the fees payable to him for attending the meetings of the Board/ Committees thereof or for any other purpose whatsoever as may be decided/ approved by the Board of Directors (including any Committee thereof) and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.

The payment of such remuneration was approved by the Board of Directors in their meeting held on 12<sup>th</sup> February, 2025 based on the recommendation of the Remuneration and Nomination Committee and subject to the approval of members.

Mr. Shriram S. Dandekar, M.Sc., M.B.A. is one of the Promoters of the Company. He has wide experience of 40 years in the field of Research and Development, Product Development, Business Planning and Marketing. The wide industry experience of Mr. Shriram S. Dandekar and his prolonged association will continue to benefit the Company. Hence, It is in the interest of the Company to continue to avail his services and guidance.

As per the provisions of Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

Since the payment of remuneration to Mr. Shriram S. Dandekar exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the Company seeks your approval by way of special resolution for the payment of remuneration as mentioned above.

The information as required under schedule V of the Companies Act, 2013 with reference to special resolution is set out in the 'Annexure A.'

Except Mr. Shriram S. Dandekar, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution.

The Directors recommend the Special Resolution for your approval.

**ITEM NO. 2:**

The Company had appointed Mr. Satish Veerappa as Managing Director ('MD') for a period of three (3) years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 and payment of remuneration payable to him till 31<sup>st</sup> December, 2024 by way of passing special resolution through Postal Ballot dated 28<sup>th</sup> March, 2024.

The Company now proposes to pay the remuneration to Mr. Satish Veerappa, MD for a remaining period of his appointment effective from 1<sup>st</sup> January, 2025 to 31<sup>st</sup> March, 2027. The remuneration has been approved by the Remuneration and Nomination Committee at its meeting held on 10<sup>th</sup> February, 2025 and the Audit Committee and Board of Directors at their respective meetings held on 12<sup>th</sup> February, 2025 subject to the approval of members.

The material terms of remuneration effective from 1<sup>st</sup> January, 2025 to 31<sup>st</sup> March, 2027 as contained in the agreement executed between the Company and Mr. Satish Veerappa are given below:

**I. SALARY:**

Monthly salary of ₹730600/-.

**II. HOUSE RENT ALLOWANCE (HRA):**

House Rent Allowance of ₹284100/- per month.

**III. PERQUISITES AND OTHER ALLOWANCES:**

The MD shall be entitled to

- Medical Allowance of ₹ 253700/- per month.
- Leave Travel Allowance of ₹ 33000/- per month.

In addition to above, MD shall be entitled to provision of car with driver, telephone/ fax facilities, benefits of group insurance scheme and such other perquisites and other allowances in accordance with the rules of the Company.

Perquisite and other allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rules, it shall be evaluated at actual cost.

**IV. MAXIMUM VARIABLE:**

The MD shall be entitled to Maximum variable of ₹ 8550000/- per annum.

**V. LONG TERM INCENTIVE:**

Long term Incentive of ₹ 15000000/- shall be paid post 31<sup>st</sup> December, 2027 as under:

Retention bonus	-	₹ 5000000/-
Performance linked Incentives	-	₹ 10000000/-

The above Maximum Variable and Long-Term Incentive will be paid on the basis of criteria fixed by the Remuneration & Nomination Committee/Board and agreed upon from time to time.

**VI. PROVIDENT FUND, GRATUITY FUND AND LEAVE ENCASHMENT:**

In addition to Salary, House Rent Allowance and Perquisites and other allowances, Maximum variable and Long term incentives, the MD shall be entitled to Company's contribution to Provident Fund as per the rules of the Company.

Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

**VII. TOTAL REMUNERATION:**

The aggregate of the total remuneration including contribution towards Provident Fund, Family Pension Scheme and Gratuity Fund payable to the MD of the Company taken together be calculated in accordance with the provisions of Section 197 the Companies Act, 2013 read with Schedule V thereof amended from time to time.

**VIII. MINIMUM REMUNERATION:**

In the event of inadequacy or absence of profit in any financial year of the Company during the term of MD, the minimum remuneration payable to him shall be by way of Salary, House rent allowance, Perquisites and other allowances and benefits as set above subject to the provisions of Section 197 of the Companies Act, 2013 and subject to compliances required under Schedule V of the Companies Act, 2013 including such approval as may be required from the Members and Central Government and in addition thereto he shall also be respectively eligible to the perquisites provided in Section IV of Schedule V of the Companies Act, 2013 as may be amended from time to time.

## **IX. VARIATIONS AND ALTERATIONS:**

The Board of Directors shall have the power to effect any variations, alterations or modifications in future in respect of the aforesaid terms of appointment and remuneration of Managing Director, as may be agreed to by the Board of Directors and Managing Director, subject to the approval of the Members and the approval of the Central Government, if required with a provision of increase in his salary in subsequent years of not more than 15 % per annum over the previous year.

The information as required under Schedule V of the Act with reference to the special resolution is set out at Annexure A. In this regard, approval of the Members is being sought by way of Special Resolution for the payment of remuneration effective from 1<sup>st</sup> January 2025 up to 31<sup>st</sup> March, 2027 to Mr. Satish Veerappa.

Except Mr. Satish Veerappa, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution.

The Directors recommend the Special Resolution for your approval.

Details as required under Section 196(4) of the Act, Regulation 36(3) of Listing Regulations and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, have been given in Annexure B for the information of the members.

## Annexure – A

The information as required as per Part II of Section II of Schedule V of the Companies Act, 2013.

### I. GENERAL INFORMATION:

#### i. Nature of Industry:

The Company is a Manufacturer of Consumer Products (Art Materials and Stationery).

#### ii. Date or expected date of commencement of commercial production:

The Company was incorporated on 24<sup>th</sup> December 1946 as a Private Limited Company and has been operative since then.

#### iii. Financial Performance based on given indicators – (₹ In Lacs)

Sr. No.	Particulars	2023-24	2022-23	2021-22
1	Revenue from operations (Net)	81,589.33	77,494.32	50847.23
2	Profit /(Loss) before tax	5938.23	3,514.48	(472.85)
3	Profit / (Loss) after tax	4383.20	2,444.73	(472.85)

#### iv. Foreign Investments or Collaborations, if any.

During the year, the Company has not entered into any foreign collaborations or made any Foreign Investments.

Kokuyo Co. Ltd., Japan, Promoters and also our holding Company hold 7,46,65,950 Equity Shares of the Company constituting 74.44% of the total paid up share capital of the Company.

### II. INFORMATION ABOUT MR. SHRIRAM DANDEKAR & MR. SATISH VEERAPPA:

#### i. Background Details:

Mr. Shriram S. Dandekar (64) M. Sc., M.B.A is one of the promoters of the Company. He is associated with the Company since 1983 and was later appointed as 'Executive Director' from 23<sup>rd</sup> September, 1992. The Board of Directors of the Company at its meeting held on 1<sup>st</sup> February, 2013 had appointed Mr. Shriram S. Dandekar as 'Vice-Chairman & Executive Director' of the Company.

Mr. Satish Veerappa, (52) is B.E. (Electronics) from UVCE Bangalore University and completed PGDM from Indian Institute of Management, Calcutta. He is presently a 'Managing Director' of the Company.

#### ii. Past Remuneration:

Sr. No.	Name of the Director	₹ In Lacs
1	Mr. Shriram Dandekar	135.55
2	Mr. Satish Veerappa	293.58

#### iii. Recognition & Awards:

Not applicable.

#### iv. Job Profile and suitability:

Mr. Shriram S. Dandekar has wide experience of 40 years in the field Business Expansion, Diversification, Research and Development, Product Development, Business Planning and Marketing. With his long-standing experience and knowledge, he has successfully and in a sustained way contributed towards the growth of the company.

Mr. Satish Veerappa has over 26 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development.

**v. Remuneration Proposed:**

As stated in the Explanatory Statement.

**vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration, the size of the Company and the profiles of Mr. Satish Veerappa and Mr. Shriram S. Dandekar and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level Directors in other Companies.

**vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, none of them have any other pecuniary relationship with the Company or relationship with the managerial personnel.

**Other Directorship:**

<b>Name of the Director</b>	<b>Name of the Company</b>	<b>Position</b>
Satish Veerappa	Nil	Nil
Shriram S. Dandekar	Jesons Industries Limited	Independent Director

Mr. Shriram S. Dandekar holds 250000 equity shares in the Company. Satish Veerappa does not hold any shares in the Company.

**III. OTHER INFORMATION:**

**a) Reasons for loss or inadequate profits:**

Not applicable as the Company has made a profit before tax of Rs.5938.23 Lakhs for the financial year 2023-24. However, minimum remuneration in the event of inadequate profit is being proposed as abundant caution.

**b) Steps taken or proposed to be taken for improvement:**

Not Applicable

**c) Expected increase in productivity and profits in measurable terms:**

Not Applicable

**IV. Disclosures:**

The remuneration packages of aforesaid appointees are provided in their respective resolutions and explanatory statements annexed to this notice. Disclosures as required under Schedule V, Part II Section II Para (B)(iv)(IV) shall form part of the Corporate Governance report in the Board of Directors report.

**Regd. Office:**

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
48/2, Hilton House, Central Road,  
M.I.D.C, Andheri (East),  
Mumbai - 400 093.  
Dated: 12<sup>th</sup> February, 2025

**By Order of the Board  
For Kokuyo Camlin Limited**

**Vipul Bhoy  
Company Secretary & Compliance officer**

**Annexure – B**

**Disclosure required under Section 196(4) of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of ICSI**

<b>Name</b>	<b>Mr. Shriram Sharad Dandekar</b>	<b>Mr. Satish Veerappa</b>
Director Identification Number	01056318	00507955
Age	64 years	52 years
Date of first Appointment on the Board	23 <sup>rd</sup> September, 1992	1 <sup>st</sup> April, 2024
Brief Resume / Experience in Specific Functional Area	Over 40 years of wide experience in the field of Research and Development, Product Development, Business Planning and Marketing.	over 26 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development.
Qualifications	M.Sc., M.B.A	B.E. (electronics), PGDM from IIM, Kolkata
Terms and Conditions of Appointment / Re- appointment	Liable to retire by rotation	As per item No.2 of the Explanatory Statement
Details of remuneration sought to be paid	As per item No.1 of the Explanatory Statement	As per item No.2 of the Explanatory Statement
Last drawn remuneration	As per Point II(ii)(1) of Annexure A.	As per Point II(ii)(2) of Annexure A.
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies	Jesons Industries Limited	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil	Nil
No. of Shares held in the Company	250000	Nil
Number of meetings of the Board attended during the year	5	5

**Regd. Office:**

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 Mumbai - 400 093.  
 Dated: 12<sup>th</sup> February, 2025

**By Order of the Board  
 For Kokuyo Camlin Limited**

**Vipul Bhoy  
 Company Secretary & Compliance officer**