



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

27th February, 2024

The Secretary,
BSE Limited
Corporate Relationship Department
1st 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

Scrip Code: KOKUYOCLN

Dear Sirs,

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

Further to our letter dated 8th February, 2024, we are enclosing a copy of the Postal Ballot Notice dated 8th February, 2024, seeking approval of the members of the Company for the following special resolutions:

1. Appointment of Ms. Naho Shigeta (DIN:02014640) as an Independent Woman Director of the Company for a period of five consecutive years commencing 1 February, 2024 up to 31 January, 2029 (both days inclusive).
2. Appointment of Mr. Takeo Iguchi (DIN:03599826) as Director in whole-time employment designated as 'Executive Director' for the period of 3 (three) years commencing 1 February, 2024 up to 31 January, 2027 (both days inclusive) and payment of remuneration during the 3 (three) year term.
3. Re-appointment of Mr. Shriram S. Dandekar (DIN:01056318) as Director in whole-time employment designated as 'Vice-Chairman & Executive Director' for a further period commencing 1 February, 2024 to 31 March, 2025 and payment of remuneration during the term.
4. Appointment of Mr. Nilesh Modi (DIN:07365188) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).
5. Appointment of Mr. Naganath Subramanian Iyer (DIN:10482193) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).



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6. Appointment of Mr. Tomoya Okada (DIN:03434839) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).
7. Appointment of Mr. Satish Veerappa (DIN:00507955) as 'Managing Director' of the Company with effect from 1 April, 2024 for a period of 3 (three) years and payment of remuneration up to 31 December, 2024.

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 23rd February, 2024 (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, 28th February, 2024 and shall end at 5:00 p.m. (IST) on Thursday, 28th March, 2024. The result of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on 30th March, 2024.

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

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 (E), Mumbai – 400 093

E-mail: investorrelations@kokuyocamlin.com **Website:** www.kokuyocamlin.com

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

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 April, 2020, Circular No. 17/2020 dated 13 April, 2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated 25 September, 2023 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. Appointment of Ms. Naho Shigeta (DIN:02014640) as an Independent Woman Director of the Company for a period of five consecutive years commencing 1 February, 2024 up to 31 January, 2029 (both days inclusive).
2. Appointment of Mr. Takeo Iguchi (DIN:03599826) as Director in whole-time employment designated as 'Executive Director' for the period of 3 (three) years commencing 1 February, 2024 up to 31 January, 2027 (both days inclusive) and payment of remuneration during the 3 (three) year term.
3. Re-appointment of Mr. Shriram S. Dandekar (DIN:01056318) as Director in whole-time employment designated as 'Vice-Chairman & Executive Director' for a further period commencing 1 February, 2024 to 31 March, 2025 and payment of remuneration during the term.
4. Appointment of Mr. Nilesh Modi (DIN:07365188) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).
5. Appointment of Mr. Naganath Subramanian Iyer (DIN:10482193) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).
6. Appointment of Mr. Tomoya Okada (DIN:03434839) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).
7. Appointment of Mr. Satish Veerappa (DIN:00507955) as 'Managing Director' of the Company with effect from 1 April, 2024 for a period of 3 (three) years and payment of remuneration up to 31 December, 2024.

In compliance with the aforesaid 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 are appended for your consideration.

The Board of Directors of the Company, at its meeting held on 8 February, 2024 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswini Jugal, 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, 30 March, 2024 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at www.kokuyocamlin.com

SPECIAL BUSINESS:

1. Appointment of Ms. Naho Shigeta (DIN:02014640) as an Independent Woman Director of the Company for a period of five consecutive years commencing 1 February, 2024 up to 31 January, 2029 (both days inclusive).

To consider and if thought fit, to give assent or dissent to the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 ("**the Act**"), the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Rules**") read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for appointment of Ms. Naho Shigeta (DIN: 02014640), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 1 February, 2024 who has submitted the declaration that she meets the criteria of independence under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature for the office of Director, as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years i.e. from 1 February, 2024 up to 31 January, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board and/ or any duly constituted Committee of the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to this resolution."

2. Appointment of Mr. Takeo Iguchi (DIN:03599826) as Director in whole-time employment designated as 'Executive Director' for the period of 3 (three) years commencing 1 February 2024 up to 31 January 2027 (both days inclusive) and payment of remuneration during the 3 (three) year term.

To consider and if thought fit, to give assent or dissent to the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT Mr. Takeo Iguchi, (DIN: 03599826), who was appointed by the Board of Directors, based on the recommendation of the Remuneration and Nomination Committee of the Board of Directors, as an Additional Director of the Company effective 1 February 2024 and who holds office as an Additional Director, up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and the applicable provisions

of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Listing Regulations**") and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Takeo Iguchi (DIN:03599826) as Director in the Whole-time employment designated as 'Executive Director' (whose term of office shall be liable to retirement by rotation) for a period of 3 (three) years commencing 1 February, 2024 up to 31 January, 2027 (both days inclusive) and he shall be entitled to receive a monthly salary of ₹ 3,27,263/- (Rupees Three Lakhs Twenty Seven Thousand Two Hundred and Sixty Three) plus house rent allowance, Medical allowances, perquisites and other allowances and benefits ("**Total Remuneration**") as recommended by the Remuneration and Nomination Committee of the Board of Directors and as set out in the explanatory statement annexed hereto and also as set out in the agreement to be executed between the Company and Mr. Takeo Iguchi ("**said agreement**"), with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment, as may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Takeo Iguchi.

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. Takeo Iguchi, the 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. Takeo Iguchi, as the minimum remuneration payable to him during any financial year during his tenure.

RESOLVED FURTHER THAT Mr. Dilip D. Dandekar, Chairman & Non-Executive Director or Mr. Shriram S. Dandekar, Vice Chairman & Executive Director or Mr. Satish Veerappa, Chief Executive Officer or Mr. Vipul Bhoj, Company Secretary & Compliance officer be and are hereby severally authorized to do all such acts, deeds, matters, and things and to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

3. Re-appointment of Mr. Shriram S. Dandekar (DIN:01056318) as Director in whole-time employment designated as 'Vice- Chairman & Executive Director' for a further period commencing 1 February, 2024 to 31 March, 2025 and payment of remuneration during the term.

To consider and if thought fit, to give assent or dissent to the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("**the Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Listing Regulations**"), and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Shriram S. Dandekar (DIN:01056318) as Director in the Whole-time employment designated as 'Vice-Chairman and Executive Director' (whose term of office shall be liable to retirement by rotation) for a further period effective from 1 February, 2024 to 31 March, 2025 and he shall be entitled to receive a monthly salary of ₹ 6,73,486/- (Rupees Six Lakhs Seventy Three Thousand Four Hundred and Eighty Six) plus house rent allowance, perquisites and other allowances and benefits ("**Total Remuneration**") as recommended by the Remuneration and Nomination Committee of the Board of Directors and as set out in the explanatory statement annexed hereto and also as set out in the agreement to be executed between the Company and Mr. Shriram S. Dandekar ("**said agreement**"), with liberty to the Board of Directors to alter and/ or vary the terms and conditions of the said appointment, as may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Shriram S. Dandekar.

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. Shriram S. Dandekar, the 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. Shriram S. Dandekar, as the minimum remuneration.

RESOLVED FURTHER THAT Mr. Dilip D. Dandekar, Chairman & Non-Executive Director or Mr. Satish Veerappa, Chief Executive Officer or Mr. Vipul Bhoy, Company Secretary & Compliance officer be and are hereby severally authorized to do all such acts, deeds, matters, and things and to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

4. Appointment of Mr. Nilesh Modi (DIN:07365188) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).

To consider and if thought fit, to give assent or dissent to the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 ("**the Act**"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for appointment of Mr. Nilesh Modi (DIN:07365188), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 8 February 2024, who has submitted the declaration that he meets the criteria of independence under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director, as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years i.e. from 8 February, 2024 up to 7 February, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board and/or any duly constituted Committee of the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to this resolution."

5. Appointment of Mr. Naganath Subramanian Iyer (DIN:10482193) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).

To consider and if thought fit, to give assent or dissent to the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 ("**the Act**"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for appointment of Mr. Naganath Subramanian Iyer (DIN:10482193), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 8 February, 2024 who has submitted the declaration that he meets the criteria of independence under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director, as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years i.e. from 8 February, 2024 up to 7 February, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board and/or any duly constituted Committee of the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to this resolution."

6. Appointment of Mr. Tomoya Okada (DIN:03434839) as an Independent Director of the Company for a period of five consecutive years commencing 8 February, 2024 up to 7 February, 2029 (both days inclusive).

To consider and if thought fit, to give assent or dissent to the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for appointment of Mr. Tomoya Okada (DIN:03434839), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 8 February, 2024 who has submitted the declaration that he meets the criteria of independence under Section 149(6) of the Act, the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director, as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years i.e. from 8 February 2024 up to 7 February 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board and/or any duly constituted Committee of the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to this resolution.”

7. Appointment of Mr. Satish Veerappa (DIN:00507955) as ‘Managing Director’ of the Company with effect from 1 April, 2024 for a period of 3 (three) years and payment of remuneration up to 31 December, 2024.

To consider and if thought fit, to give assent or dissent to the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT Mr. Satish Veerappa, (DIN: 00507955), who was appointed by the Board of Directors, based on the recommendation of the Remuneration and Nomination Committee of the Board of Directors, as an Additional Director of the Company effective 1 April, 2024 and who shall hold office as an Additional Director, up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“Listing Regulations”**) and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, the consent of the Members be and is hereby accorded for the appointment of Mr. Satish Veerappa, (DIN: 00507955) as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, read with Schedule V of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and other applicable provisions of the Listing Regulations and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Satish Veerappa (DIN: 00507955) as Managing Director (whose term of office shall not be liable to retirement by rotation) for a period of 3 (three) years with effect from 1 April, 2024 to 31 March, 2027 with substantial powers of the management of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act, Mr. Satish Veerappa shall be entitled to receive a monthly salary of ₹6,79,900/- (Rupees Six Lakhs Seventy Nine Thousand Nine Hundred) plus house rent allowance, perquisites and other allowances, variables, incentives and benefits (**‘Total Remuneration’**) during the period 1 April 2024 up to 31 December 2024 on the same

terms and conditions as per his previous remuneration in the capacity of 'Manager designated as Chief Executive Officer' 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 to be executed between the Company and Mr. Satish Veerappa ("**said agreement**"), with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment and/or Agreement in such manner, as may be deemed fit and 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, the 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 the minimum remuneration for the tenure up to and inclusive 31 December 2024.

RESOLVED FURTHER THAT Mr. Dilip D. Dandekar, Chairman & Non-Executive Director or Mr. Shriram S. Dandekar, Vice Chairman & Executive Director or Mr. Vipul Bhoj, Company Secretary & Compliance officer be and are hereby severally authorized to do all such acts, deeds, matters, and things and 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: 8 February, 2024

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 Rules 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts in respect of the business referred to in Item no. 1 to 7 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 23 February, 2024 ("**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, website of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited on www.bseindia.com and www.nseindia.com respectively and on the website of NSDL 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 23 February, 2024 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, 28 March, 2024 i.e. the last date specified for receipt of the votes through remote e-voting process.
5. Details in respect of the Director seeking appointments form an integral part of the notice and are given in Annexure B to the Notice. The Directors have furnished the requisite declarations for their appointment.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 23 February, 2024. The remote e-voting period will commence on Wednesday, 28 February, 2024 (9:00 am) and will end on Thursday, 28 March, 2024 (5:00 pm). Remote e-voting will be blocked by NSDL thereafter.
7. 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.
8. All the material documents referred to in the explanatory statement shall be available for inspection for Members through electronic mode from 28 February, 2024 to 28 March, 2024. Members seeking to inspect such documents can send an email to investorrelations@kokuyocamlin.com from their registered email address mentioning their names, folio no./ DP ID & Client ID.

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 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> 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 use your existing my easi username & password. 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 are 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
	<p>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.</p> <p>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.</p>
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 evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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.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.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 with a copy marked to 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 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Megha Malviya at 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.
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. 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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to 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: 8 February, 2024

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

**Vipul Bhoj
Company Secretary & Compliance Officer**

ANNEXURES FORMING PART OF THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

ITEM NO. 1:

Pursuant to Section 161 of the Companies Act, 2013 ("**the Act**"), based on the recommendation of Remuneration & Nomination Committee, the Board of Directors at its meeting held on 25 January, 2024, appointed Ms. Naho Shigeta (DIN:02014640) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 1 February, 2024 to 31 January, 2029 (both days inclusive) subject to the approval of Members of the Company.

In accordance with Section 161(1) of the Act, Ms. Naho Shigeta shall hold office as an Additional Director up to the date of forthcoming Annual General Meeting and is eligible to be appointed as a Director.

The Company has received from Ms. Shigeta: (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("**Appointment Rules**"), (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and (iv) Declaration that she has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. She has confirmed about her registration to the Independent Directors Databank maintained by Indian Institute of Corporate Affairs. She has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Ms. Naho Shigeta for appointment as an Independent Director.

In the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Ms. Naho Shigeta fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Further, in the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Ms. Naho Shigeta is a person of integrity and possesses the relevant expertise, experience and requisite skills and capabilities required for the role of an Independent Director of the Company, considering her qualifications, rich experience and expertise.

A copy of draft letter of appointment of Ms. Naho Shigeta as an Independent Director setting out the terms and conditions would be available for inspection by the members of the Company on the website of the Company www.kokuyocamlin.com up to last date of e-voting i.e. 28 March, 2024.

Ms. Naho Shigeta is a graduate from the University of Tokyo. She has around 25 years of experience in the field of business development. She has been involved not only in supporting Japanese companies in creating business alliances into India but also in a hands-on approach to startup management and business development in India. The Board noted that Ms. Naho Shigeta possesses requisite skills, experience, knowledge, and capabilities identified by the Remuneration & Nomination Committee and the Board which are aligned for the role of an Independent Director of the Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Shigeta as an Independent Director. Details of Ms. Shigeta as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General meetings issued by Institute of Company Secretaries of India have been given in the Annexure B for the information of the members.

None of the Directors/Key Managerial Personnel of the Company and their respective relatives except the appointee and her relatives are concerned or interested – financially or otherwise - in the resolution.

The Directors recommend the special resolution as set out in item no.1 of the Notice for approval of the Members.

ITEM NO. 2:

Based on the recommendation of the Remuneration & Nomination Committee and the Audit Committee, the Board of Directors at its meeting held on 25 January 2024, approved the appointment of Mr. Takeo Iguchi (DIN:03599826) as an Additional Director of the Company in the Capacity of Director in whole time employment designated as Executive Director with effect from 1 February, 2024 for the period of 3 years.

In accordance with Section 161(1) of the Act Mr. Takeo Iguchi shall hold office as an Additional Director up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Takeo Iguchi for appointment as an Executive Director. Mr. Takeo Iguchi is not disqualified from being appointed as Director in terms of section 164(2) of the Act and has given consent to act as Director in whole time employment designated as 'Executive Director' of the Company whose term of office shall be liable to retirement by rotation. He has confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Takeo Iguchi has a degree in Bachelor of Arts from Meiji University, Tokyo Japan. He has joined Kokuyo Co. Ltd. Japan in 1991. He has approximately 30 years of work experience in the field of production, planning and control in the stationery business. Mr. Iguchi looks after the business aspects with respect to production planning, Purchase and QA of the Company.

The material terms of remuneration as contained in the agreement to be executed between the Company and Mr. Takeo Iguchi are given below:

I. SALARY:

Salary shall be ₹3,27,263/- per month.

II. HOUSE RENT ALLOWANCE:

House rent allowance shall be ₹1,13,670/- per month.

III. MEDICAL ALLOWANCES:

Medical allowance shall be ₹1,01,490/- per month.

IV. RENT FREE FURNISHED ACCOMODATION:

The Company will provide Rent free furnished accommodation to Mr. Takeo Iguchi with monthly rentals not exceeding ₹ 2,00,000/- (Rupees Two Lakh only).

V. PERQUISITES AND OTHER ALLOWANCES:

a) Mr. Takeo Iguchi shall be entitled to leave travel allowance of ₹60,000/- per annum.

In addition to the above, Mr. Takeo Iguchi shall be entitled to provision of car with driver and benefits of group insurance scheme and such other perquisites and other allowances in accordance with the rules of the Company.

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

VI. PROVIDENT FUND, GRATUITY FUND AND LEAVE ENCASHMENT:

a. Indian Government is having Social Security Agreement (SSA) with Japan and accordingly, Mr. Takeo Iguchi does not fall under the purview of provision of Employee's Provident Fund and Miscellaneous Provision Act, 1952. Hence, he is not considered as PF covered employee. Should there be any requirement to contribute to Provident Fund because of change in law, the same shall be complied with.

b. Mr. Takeo Iguchi shall be entitled to gratuity payable as per the policies/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 remuneration including contribution towards Gratuity Fund, payable to Mr. Takeo Iguchi taken together be calculated in accordance with the provisions of Section 197 of 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 Mr. Takeo Iguchi, the minimum remuneration payable to him shall be by way of Salary, House Rent allowance, Medical Allowance, Perquisites and other Allowances 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 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 Mr. Takeo Iguchi, as may be agreed to by the Board of Directors and Mr. Takeo Iguchi, subject to the approval of the Members.

The information as required under Schedule V of the Act with reference to the special resolution is set out at Annexure A. In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Takeo Iguchi brings to the Company, based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors, the Board of Directors recommends the approval of the Members by way of Special Resolution for the payment of remuneration to Mr. Takeo Iguchi for his tenure effective from 1 February, 2024.

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

None of the Directors/Key Managerial Personnel of the Company and their respective relatives except the appointee and his relatives are concerned or interested – financially or otherwise - in the resolution.

The Directors recommend the special resolution as set out in item no.2 of the Notice for approval of the Members.

ITEM NO. 3:

The Company had appointed Mr. Shriram S. Dandekar as Director in whole-time employment designated as 'Vice-Chairman & Executive Director' and approved his remuneration for the period of one (1) year with effect from 1 February, 2023 to 31 January, 2024 by passing a Special Resolution through Postal Ballot on 30 March, 2023.

The Company now proposes to re-appoint Mr. Shriram S. Dandekar as Director in whole-time employment designated as 'Vice-Chairman & Executive Director' for the further period effective from 1 February, 2024 up to 31 March, 2025. The said re-appointment and his remuneration were also approved by the Remuneration and Nomination Committee, Audit Committee and the Board of Directors at their respective meetings held on 25 January, 2024 subject to approval of the Members. The Board while re-appointing Mr. Shriram S. Dandekar as Director in whole time employment designated as 'Vice Chairman & Executive Director' considered his background, experience & contribution to the Company during his past tenure as 'Vice Chairman & Executive Director'.

Mr. Shriram S. Dandekar is not disqualified from being appointed as Director in terms of section 164 (2) of the Act and has given consent to act as Whole-time Director designated as 'Vice-Chairman & Executive Director' of the Company whose term of office shall be liable to retirement by rotation. He has confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The material terms of remuneration as contained in the agreement to be executed between the Company and Mr. Shriram S. Dandekar are given below:

I. SALARY:

Salary shall be ₹6,73,486/- per month.

II. HOUSE RENT ALLOWANCE (HRA):

House rent allowance shall be ₹1,37,500/- per month.

III. PERQUISITES AND OTHER ALLOWANCES:

Perquisites and other allowance shall be ₹14,70,000/- per annum.

In addition to salary and house rent allowance, he shall be entitled to perquisites and other allowances such as gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession, for himself and his family, club fees, provision of car with driver, telephone/fax facilities and benefit of personal accident insurance scheme and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors/Remuneration and Nomination Committee and Mr. Shriram S. Dandekar.

Perquisites and other allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, they shall be evaluated at actual cost.

Note that each of the above terms (i.e Salary, HRA, Perquisites and Other Allowances) are same as the ones approved by the Members (By Special Resolution passed through Postal Ballot on 30 March, 2023) for his previous tenure which ended on 31 January, 2024. No change has been proposed.

IV. PROVIDENT FUND, SUPERANNUATION, GRATUITY FUND AND LEAVE ENCASHMENT:

In addition to salary, house rent allowance and perquisites and other allowances, he shall be entitled to Company's contribution to Provident Fund and Superannuation 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.

V. TOTAL REMUNERATION:

The aggregate of the remuneration including contribution towards Provident Fund, Superannuation and Gratuity Fund, payable to him shall be calculated in accordance with the provisions of Section 197 of the Act, read with Schedule V thereof amended from time to time.

VI. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in any financial year of the Company during the term of Mr. Shriram S. Dandekar, the minimum remuneration payable to him shall be by way of salary, house rent allowance, perquisites and other allowances as set above but, in any event, subject to the provisions of Section 197 of the Act and subject to compliances required under Schedule V of the Act, as may be amended from time to time.

VII. 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 re-appointment and remuneration of Mr. Shriram Sharad Dandekar, as may be agreed to by the Board of Directors and Mr. Shriram Sharad Dandekar, subject to the approval of the Members.

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 to Mr. Shriram S. Dandekar for his tenure effective from 1 February 2024.

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

None of the Directors/Key Managerial Personnel of the Company and their respective relatives except the appointee and his relatives are concerned or interested – financially or otherwise - in the resolution.

The Directors recommend the special resolution as set out in item no.3 of the Notice for approval of the Members.

ITEM NO. 4:

Pursuant to Section 161 of the Act, based on the recommendation of Remuneration & Nomination Committee, the Board of Directors at its meeting held on 8 February, 2024, appointed Mr. Nilesh Modi (DIN: 07365188) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 8 February, 2024 to 7 February, 2029 (both days inclusive) subject to the approval of Members of the Company.

In accordance with Section 161(1) of the Act, Mr. Nilesh Modi shall hold office as an Additional Director up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director.

The Company has received from Mr. Modi: (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Appointment Rules, (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations, and (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. He has confirmed about his registration to the Independent Directors Databank maintained by Indian Institute of Corporate Affairs. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Nilesh Modi for appointment as an Independent Director.

In the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Mr. Nilesh Modi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Further, in the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Mr. Nilesh Modi is a person of integrity and possesses the relevant expertise, experience and requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise.

A copy of draft letter of appointment of Mr. Nilesh Modi as an Independent Director setting out the terms and conditions would be available for inspection by the members of the Company on the website of the Company www.kokuyocamlin.com up to last date of e-voting i.e. 28 March, 2024.

Mr. Nilesh Modi, is a practicing advocate & solicitor since last 37 years and running M/s. Rustamji & Ginwala, one of the oldest law firm. He has vast experience in real estate, testamentary, arbitrations, mediations and civil litigation matters in all tribunals and Courts in India including Supreme Court. He is certified Mediator and empaneled as Mediator and Arbitrator by Bombay High Court. He is Honorary Secretary of the Bombay Incorporated Law Society. He is also a member of legal sub-committee of P J Hindu Gymkhana. Mr. Modi is a trustee or member of the governing council board in many charitable institutions and NGOs. The Board noted that Mr. Nilesh Modi possesses requisite skills, experience, knowledge and capabilities identified by the Remuneration & Nomination Committee and the Board which are aligned for the role of an Independent Director of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Modi as an Independent Director. Details of Mr. Modi as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General meetings issued by Institute of Company Secretaries of India have been given in the Annexure B for the information of the members.

None of the Directors/Key Managerial Personnel of the Company and their respective relatives except the appointee and his relatives are concerned or interested – financially or otherwise - in the resolution.

The Directors recommend the special resolution as set out in item no.4 of the Notice for approval of the Members.

ITEM NO. 5:

Pursuant to Section 161 of the Act, based on the recommendation of Remuneration & Nomination Committee, the Board of Directors at its meeting held on 8 February, 2024, appointed Mr. Naganath Subramanian Iyer (DIN:10482193) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 8 February, 2024 to 7 February, 2029 (both days inclusive) subject to the approval of Members of the Company.

In accordance with Section 161(1) of the Act, Mr. Naganath Subramanian Iyer shall hold office as an Additional Director up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director.

The Company has received from Mr. Iyer: (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Appointment Rules, (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations, and (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any

other such authority. He has confirmed about his registration to the Independent Directors Databank maintained by Indian Institute of Corporate Affairs. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Iyer for appointment as an Independent Director.

In the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Mr. Iyer fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Further, in the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Mr. Iyer is a person of integrity and possesses the relevant expertise, experience and requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise.

A copy of draft letter of appointment of Mr. Iyer as an Independent Director setting out the terms and conditions would be available for inspection by the members of the Company on the website of the Company www.kokuyocamlin.com up to last date of e-voting i.e. 28 March, 2024.

Mr. Iyer is a postgraduate from Maharashtra Institute of Labour Studies, Mumbai University. He is presently a consultant and an advisor to various organizations of repute in the areas of Human Resources, Industrial Relations, Employee Relations and Labour Laws. He is also on the advisory board of Neofusion Creative Foundation, Symbiotic Universalis, GNIMS and Aatma Prakashan. He is the Chairman and Trustee at the Head Foundation. He is a professor at the Tata Institute of Social Sciences (TISS). He also teaches at NMIMS. He was the General Manager – Human Resources at Asian Paints Ltd where he worked for 29 (twenty nine) years. He is a certified coach from the International Coaching Federation and a Hogan certified Coach. He is an accomplished speaker and has delivered sessions at various seminars and conferences. The Board noted that Mr. Iyer possesses requisite skills, experience, knowledge, and capabilities identified by the Remuneration & Nomination Committee and the Board which are aligned for the role of an Independent Director of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Iyer as an Independent Director. Details of Mr. Iyer as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General meetings issued by Institute of Company Secretaries of India have been given in the Annexure B for the information of the members.

None of the Directors/Key Managerial Personnel of the Company and their respective relatives except the appointee and his relatives are concerned or interested – financially or otherwise - in the resolution.

The Directors recommend the special resolution as set out in item no.5 of the Notice for approval of the Members.

ITEM NO. 6:

Pursuant to Section 161 of the Act, based on the recommendation of Remuneration & Nomination Committee, the Board of Directors at its meeting held on 8 February, 2024, appointed Mr. Tomoya Okada (DIN: 03434839) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 8 February, 2024 to 7 February, 2029 (both days inclusive) subject to the approval of Members of the Company.

In accordance with Section 161(1) of the Act, Mr. Tomoya Okada shall hold office as an Additional Director up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director.

The Company has received from Mr. Okada: (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Appointment Rules, (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations, and (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. He has confirmed about his registration to the Independent Directors Databank maintained by Indian Institute of Corporate Affairs. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Tomoya Okada for appointment as an Independent Director.

In the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Mr. Tomoya Okada fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Further, in the opinion of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors, Mr. Tomoya Okada is a person of integrity and possesses the relevant expertise, experience and requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise.

A copy of draft letter of appointment of Mr. Okada as an Independent Director setting out the terms and conditions would be available for inspection by the members of the Company on the website of the Company www.kokuyocamlin.com up to last date of e-voting i.e. 28 March, 2024.

Mr. Tomoya Okada is a graduate from Aoyama Gakuin University Senior High School. He has a degree of B.A. in International Economics. He has been engaged in M&A advisory services for over 20 years. He is the founder and Managing Director of Manas Corporate Partners Corp., an advisory firm focused on M&A in Japan and India. Mr. Okada has been consistently involved in M&A advisory services between Japan & India and has a track record of completing many M&A deals related to India. Mr. Okada is a certified analyst and senior private banker from Japan Securities Analyst Association. The Board noted that Mr. Okada possesses requisite skills, experience, knowledge and capabilities identified by the Remuneration & Nomination Committee and the Board which are aligned for the role of an Independent Director of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Okada as an Independent Director. Details of Mr. Okada as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General meetings issued by Institute of Company Secretaries of India have been given in the Annexure B for the information of the members.

None of the Directors/Key Managerial Personnel of the Company and their respective relatives except the appointee and his relatives are concerned or interested – financially or otherwise - in the resolution.

The Directors recommend the special resolution as set out in item no.6 of the Notice for approval of the Members.

ITEM NO. 7:

Based on the recommendation of Remuneration & Nomination Committee and the Audit Committee, the Board of Directors at its meeting held on 8 February, 2024, approved the appointment of Mr. Satish Veerappa (DIN:00507955) as an Additional Director of the Company in the Capacity of Managing Director with effect from 1 April, 2024 for the period of 3 years.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Satish Veerappa for appointment as Managing Director. Mr. Satish Veerappa is not disqualified from being appointed as Director in terms of section 164(2) of the Act and has given consent to act as Managing Director of the Company whose term of office shall not be liable to retirement by rotation. He has confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Brief profile of Mr. Satish Veerappa is as follows:

Mr. Satish Veerappa, (51) is B.E. (Electronics) from UVCE Bangalore University and completed PGDM from Indian Institute of Management, Calcutta. Mr. Satish Veerappa has over 25 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development. Mr. Satish Veerappa is presently a 'Manager' designated as 'Chief Executive Officer, of the Company since 1 November, 2018.

The material terms of remuneration payable to him from 1 April, 2024 up to 31 December, 2024 as contained in the agreement to be executed between the Company and the Managing Director, Mr. Satish Veerappa are given below:

I. SALARY:

Salary shall be ₹ 6,79,900/- per month.

II. HOUSE RENT ALLOWANCE (HRA):

House Rent Allowance shall be ₹ 2,64,400/- per month.

III. PERQUISITES AND OTHER ALLOWANCES:

The Managing Director shall be entitled to:

- Medical Allowance of ₹ 2,36,000/- per month.
- Leave Travel Allowance of ₹ 33,000/- per month.

In addition to above, Managing Director 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 Managing Director shall be entitled to a maximum variable of ₹79,80,000/- per annum.

V. LONG TERM INCENTIVE:

Long term incentive of ₹1.00 crore shall be paid post 31 December, 2024 as under:

Retention Bonus - ₹30.00 Lacs

Performance linked incentives - ₹70.00 Lacs

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.

Note that above terms of remuneration including variable and long term incentives are the same as committed to Mr. Satish Veerappa for his previous term as Manager designated as Chief Executive Officer as approved by the Board at its meeting held on 15 December, 2021 effective from 1 January, 2022 up to 31 December, 2024. The same was also approved by the Members of the Company by passing a special resolution through postal ballot on 24 March, 2022.

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 Managing Director 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 remuneration including contribution towards Provident Fund, Family Pension Scheme and Gratuity Fund payable to the Managing Director 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 Managing Director, 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.

The remuneration for the remaining period of three years commencing from 1 January, 2025 shall be determined by the Board on the recommendation of Remuneration & Nomination Committee and subject to approval of Members.

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.

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 upto 31 December, 2024 to Mr. Satish Veerappa effective from 1 April 2024.

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

None of the Directors/Key Managerial Personnel of the Company and their respective relatives except the appointee and his relatives are concerned or interested – financially or otherwise - in the resolution.

The Directors recommend the special resolution as set out in item no.7 of the Notice for approval of the Members.

Regd. Office:

Kokuyo Camlin Limited
CIN : L24223MH1946PLC005434
48/2, Hilton House, Central Road,
M.I.D.C, Andheri (East),
Mumbai-400 093.

Dated: 8 February, 2024

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

**Vipul Bhoj
Company Secretary & Compliance Officer**

Annexure – A

The information as required as per Section II, Paragraph B(iv) of Part 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 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	2022-23	2021-22	2020-21
1	Revenue from operations (Net)	77,494.32	50847.23	40312.37
2	Profit /(Loss) before tax	3,514.48	(472.85)	(1816.29)
3	Profit / (Loss) after tax	2,444.73	(472.85)	(1461.84)

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 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 THE APPOINTEE:

i. Background Details:

Mr. Takeo Iguchi (55) is a Bachelor of Arts from Meiji University, Tokyo Japan. He has served on the Board of Kokuyo Camlin Limited from 2011 to 2019 as an Executive Director of the Company.

Mr. Shriram S. Dandekar (63) 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 September, 1992. The Board of Directors of the Company in its meeting held on 1 February, 2013 had appointed Mr. Shriram S. Dandekar as 'Vice-Chairman & Executive Director' of the Company.

Mr. Satish Veerappa, (51) is B.E. (Electronics) from UVCE Bangalore University and completed PGDM from Indian Institute of Management, Calcutta.

ii. Past Remuneration:

Sr. No.	Name of the Director	₹ In Lacs
1	Mr. Takeo Iguchi	87.20
2	Mr. Shriram Dandekar	134.82
3	Mr. Satish Veerappa	219.13

iii. Recognition & Awards:

Not applicable.

iv. Job Profile and suitability:

Mr. Takeo Iguchi has joined Kokuyo Co., Ltd., Japan in the year 1991. He has approximately 30 years of work experience in the field of production, planning and control in the stationery business. Mr. Iguchi looks after the business aspects with respect to Production planning, Purchase and QA of the Company.

Mr. Shriram S. Dandekar has wide experience of 39 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 25 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development. He is presently a 'Manager' designated as 'Chief Executive Officer' of the Company.

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. Takeo Iguchi, Mr. Shriram S. Dandekar and Mr. Satish Veerappa, the responsibilities to be shouldered by them 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 or other director, if any:

Besides the contract of employment proposed between the Company and aforesaid Directors, none of them have any other pecuniary relationship with the Company.

Other Directorship:

Name of the Director	Name of the Company	Position
Mr. Takeo A. Iguchi	Kokuyo Riddhi Paper Products Private Limited	Director
Mr. Shriram S. Dandekar	Nil	Nil
Mr. Satish Veerappa	Nil	Nil

Mr. Shriram S. Dandekar holds 250000 equity shares in the Company. Neither Mr. Takeo Iguchi nor Mr. Satish Veerappa holds 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 ₹3514.48 Lakhs for the financial year 2022-23. 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:

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CIN : L24223MH1946PLC005434
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M.I.D.C, Andheri (East),
Mumbai-400 093.

Dated: 8 February, 2024

By Order of the Board

For Kokuyo Camlin Limited

Vipul Bhoy

Company Secretary & Compliance Officer

Annexure – B

Disclosure required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India

Name	Ms. Naho Shigeta	Mr. Takeo Iguchi
Director Identification Number	02014640	03599826
Age	48 years	55 years
Date of first Appointment on the Board	1 February, 2024	1 February, 2024
Brief Resume / Experience in Specific Functional Area	Ms. Naho Shigeta has around 25 years of experience in the field of business development. She has been involved not only in supporting Japanese companies in creating business alliances into India but also in a hands-on approach to startup management and business development in India.	Mr. Takeo Iguchi has approximately 30 years of work experience in the field of production, planning and control in the stationery business.
Qualifications	Graduate from University of Tokyo, Japan	Bachelor in Arts from Meiji University, Tokyo Japan
Terms and Conditions of Appointment / Re- appointment	Not liable to retire by rotation	As per item No.2 of the explanatory statement
Details of remuneration sought to be paid	Not Applicable	As per item No.2 of the explanatory statement
Last drawn remuneration	Not Applicable	As per point II(ii)(1) of Annexure A.
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies	<ol style="list-style-type: none"> 1. Infobridge India Private Limited 2. Market XCEL Data Matrix Private Limited 3. Crosscoop India Private Limited 4. Gastrotope Private Limited 5. Infobridge Distribution India Private Limited 	Kokuyo Riddhi Paper Products Private Limited
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	Nil	Nil
Number of meetings of the Board attended during the year	1	5 (as an Invitee), 1 (as Director)
The skills and capabilities required for the role and the manner in which the proposed Director meets such requirements.	As per item No.1 of the explanatory statement'.	As per item No.2 of the explanatory statement'.

Name	Mr. Shriram S. Dandekar	Mr. Nilesh Modi
Director Identification Number	01056318	07365188
Age	63 years	59 years
Date of first Appointment on the Board	23 September, 1992	8 February, 2024

Name	Mr. Shriram S. Dandekar	Mr. Nilesh Modi
Brief Resume / Experience in Specific Functional Area	Mr. Shriram S. Dandekar has over 39 years of wide experience in the field of Research and Development, Product Development, Business Planning and Marketing.	Mr. Nilesh Modi is a practicing advocate & solicitor since last 37 years and running M/s. Rustamji & Ginwala, one of the oldest law firm. He has vast experience in real estate, testamentary, arbitrations, mediations and civil litigation matters in all tribunals and Courts in India including Supreme Court. He is certified Mediator and empaneled as Mediator and Arbitrator by Bombay High Court.
Qualifications	M.Sc., M.B.A.	B. Com, LLB. Solicitor
Terms and Conditions of Appointment / Re- appointment	As per item No.3 of the explanatory statement	Not liable to retire by rotation
Details of remuneration sought to be paid	As per item No.3 of the explanatory statement	Not Applicable
Last drawn remuneration	As per point II(ii)(2) of Annexure A.	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies	Nil	Bombay Incorporated Law Society
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	6	Nil
The skills and capabilities required for the role and the manner in which the proposed Director meets such requirements.	As per item No.3 of the explanatory statement'.	As per item No.4 of the explanatory statement'.

Name	Mr. Naganath Subramanian Iyer	Tomoya Okada
Director Identification Number	10482193	03434839
Age	68 years	47 years
Date of first Appointment on the Board	8 February, 2024	8 February, 2024
Brief Resume / Experience in Specific Functional Area	Mr. Iyer is a consultant and an advisor in the areas of Human Resources, Industrial Relations, Employee Relations and Labour Laws. He was a General Manager- HR at Asian Paints for 29 years. He is a professor at Tata Institute of Social Sciences and teaches at NMIMS. He is a certified coach from the International Coaching Federation and a Hogan Certified Coach. He is accomplished speaker.	Mr. Tomoya Okada has been engaged in M&A advisory services for over 20 years. He is the founder and Managing Director of Manas Corporate Partners Corp., an advisory firm focused on M&A in Japan and India
Qualifications	Postgraduate from Maharashtra Institute of Labour Studies, Mumbai University	Graduate and B.A. in International Economics from Aoyama Gakuin University. Certified Analyst and Senior Private Banker from Japan Securities Analysts Association

Name	Mr. Naganath Subramanian Iyer	Tomoya Okada
Terms and Conditions of Appointment / Re-appointment	Not liable to retire by rotation	Not liable to retire by rotation
Details of remuneration sought to be paid	Not Applicable	Not Applicable
Last drawn remuneration	Not Applicable	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies	Nil	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	Nil	Nil
Number of meetings of the Board attended during the year	Nil	Nil
The skills and capabilities required for the role and the manner in which the proposed Director meets such requirements.	As per item No.5 of the explanatory statement'.	As per item No.6 of the explanatory statement'.

Name	Mr. Satish Veerappa
Director Identification Number	00507955
Age	51 years
Date of first Appointment on the Board	1 April, 2024
Brief Resume / Experience in Specific Functional Area	Mr. Satish Veerappa has over 25 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development.
Qualifications	B.E. (electronics), PGDM from IIM, Calcutta
Terms and Conditions of Appointment / Re- appointment	As per item No.7 of the explanatory statement
Details of remuneration sought to be paid	As per item No.7 of the explanatory statement
Last drawn remuneration	As per point II(ii)(3) of Annexure A.
Relationship with other Directors and Key Managerial Personnel	Nil
Directorship in other Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil
No. of Shares held in the Company	Nil
Number of meetings of the Board attended during the year	6 (in the capacity of Manager designated as 'CEO')
The skills and capabilities required for the role and the manner in which the proposed Director meets such requirements.	As per item No.7 of the explanatory statement'.

Regd. Office:

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Mumbai-400 093.

Dated: 8 February, 2024

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

**Vipul Bhoj
Company Secretary & Compliance Officer**