



# Making ART a Joyful Journey

Camlin   
KOKUYO

Kokuyo Camlin Limited | Annual Report 2024-25



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## Investor Information

Market Cap (as on 31.03.2025)	: Rs. 10,30,62,16,066.5/-
CIN	: L24223MH1946PLC005434
BSE Code	: 523207
NSE Symbol	: KOKUYOCMLN
AGM Date	: 8 <sup>th</sup> August, 2025
AGM Mode	: Video conferencing (VC) / Other Audio-Visual Means (OAVM)

Disclaimer: This document contains statements about expected future events and financials of Kokuyo Camlin Limited ('The Company'), which are 'forward-looking'. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



## Remembering Mr. Subhash D. Dandekar

Chairman Emeritus, Kokuyo Camlin Limited  
3<sup>rd</sup> August, 1938 – 15<sup>th</sup> July, 2024

With deep respect and heartfelt remembrance, the Company pays tribute to Mr. Subhash D. Dandekar, Chairman Emeritus of Kokuyo Camlin, whose passing in July 2024 marked the loss of a truly foundational figure in the Company's history. A visionary industrialist, a lifelong learner, and a deeply respected mentor, Mr. Dandekar's influence touched every aspect of the Company, from products and operational practices to its people-first culture and values. His belief in purpose-driven innovation, uncompromising quality, and knowledge-led growth helped shape the ethos that continues to guide the Company.

Steadfast in his commitment and thoughtful in his leadership, he left a lasting impact on the Company and its people. He introduced the principles

of Kaizen and continuous improvement well ahead of their time, and encouraged a culture of discipline, collaboration, and shared learning. His decisions were always considered, his standards uncompromising, and his guidance generous. Even after stepping away from day-to-day responsibilities, he remained a trusted voice and a steady source of wisdom.

Mr. Dandekar will be remembered not only for what he helped build, but also for the manner in which he shaped it, with humility, conviction, and a deep sense of purpose. His legacy lives on in the values the Company upholds, the culture he helped nurture, and the direction Kokuyo Camlin continues to pursue with pride and gratitude.

For more investor-related information, please visit:  
<https://www.kokuyocamlin.com/investor-relations>

Or, Scan the QR code below







# Making ART a Joyful Journey

Creativity thrives when it is free from pressure, self-doubt, or constraint. Across ages and skill levels, the act of making art is most meaningful when it is intuitive, joyful, and personal. Whether sparked by curiosity or channeled into mastery, creative expression becomes a powerful way to connect with oneself and the world.

At Kokuyo Camlin, creativity is not just an activity but a lived experience to be savored. The theme Making Art a Joyful Journey captures this spirit by placing ease, delight, and self-expression at the centre of the creative process. Whether it's the first stroke of a child's crayon or the nuanced work of a seasoned artist, Kokuyo Camlin seeks to make every moment of creation feel natural, engaging, and fulfilling.

With a strong legacy of enabling imagination, the Company designs thoughtfully crafted tools and uncompromisingly high-quality products that make creativity more accessible, inclusive, and affordable, while remaining committed to excellence.

**From designing intuitive tools and premium products to running campaigns like Camel Ki Colourful Duniya and events such as the Camel Art Contest and Camel Art Foundation workshop, Kokuyo Camlin is actively shaping an ecosystem where creativity is nurtured, encouraged, and celebrated.**

Art is no longer a task. It is an open channel for self-expression, seamlessly woven into daily life. As the Company moves forward, it remains committed to unlocking joy through thoughtful design, widening access to creative tools, and championing artistic exploration in all its forms.



## About the Company

# Empowering Learning and Creativity across Generations



Kokuyo Camlin Limited (also referred to as 'Kokuyo Camlin' or 'The Company') is one of India's most trusted names in the stationery and art materials industry. Established through a joint venture between Japan's Kokuyo Co. Ltd. and India's Camlin Limited, the Company brings together a heritage of craftsmanship and reliability with a future-ready approach to design and innovation, serving generations of learners, creators, and professionals.

The Company's state-of-the-art manufacturing infrastructure, including facilities at Tarapur, Patalganga, and Samba, supports a diverse product portfolio that spans writing instruments, academic stationery, and art materials. The Company's focus on quality, design, and continuous improvement is embedded in every process, driven by a culture of innovation, operational discipline, and long-standing engagement with communities through creative learning programs. With over eight decades of category leadership and a growing international footprint, Kokuyo Camlin has built a strong presence across India and international markets.

**The Company's two flagship brands, Camlin and Camel, hold a long-standing place in India's academic and creative journeys.**



**Camel**

### All Things Art

Offers a wide range of vibrant, high-quality art materials

**camlin**

### All Things Stationery

Trusted for its practical and essential stationery used in everyday learning



## Corporate Philosophy



### Customer-first, always

The Company constantly delivers superior quality while meeting the diverse demands of our community



### You can see through Kokuyo Camlin

Kokuyo Camlin maintains absolute transparency by conducting every operation with honesty and integrity



### Working with pride

Kokuyo Camlin believes in equal opportunities for professional excellence and great working conditions



### Business based on trust

The Company establishes long-lasting bonds with all stakeholders to augment mutual cooperation



### Leadership with meaning

The Company nurtures a corporate culture that implements policies to promote ethical behavior





Diverse Product Portfolio

# Comprehensive Solutions for Creative and Academic Needs



Kokuyo Camlin’s product portfolio reflects its commitment to evolving consumer needs across education, work, and creative expression. From essential stationery to advanced art materials, the Company continues to expand its offerings through its flagship brands, Camlin and Camel.

## Kokuyo Camlin’s Flagship Brands



Offerings include colours, drawing materials, painting kits, and more



**Colour**

Artist Acrylics, Artist HD Acrylics (Including 14 Rich Shades), Student Oil Colours, Drawing Inks, Fabrica Acrylics, Camel Artist Gouache Colours, Acrylic Colours in Dreamy



**Drawing Materials**

Artist Oil Pastels, Drawing Pencils, Artist Brush Pens, and Camel Fine Liner Pens



**Canvases**

Canvas Rolls, Canvas Pads, and Oil Sketching Papers, among Others




**Kids**

Crayons, Student Brush Pens, Drawing Books, and Colour Pencils, among Others.



**Painting Kits**

DIY colouring kits, drawing kits, and Painting Kits, among Others



**Brushes**

White Bristle Brushes, Artist Brushes, and Synthetic Gold Brushes, among Others



**Hobby**

Sparkle Colours, Fabric Glue, Glass Colours, etc.



**Mediums**

Acrylic Mediums, Oil Mediums, Dry Mediums, and Hobby Mediums, among Others



**Sketchbooks**

Camel Premium Sketchbooks



**Markers**

Camel Acrylic Markers



**Photo Colours**

Transparent Photo Colours (Dye-Based for Applied Art)



Offerings include pencils, accessories, mechanical instruments, office supplies, and more



**Pencils and Accessories**

Wooden Pencils, Mechanical Pencils, Artist Pencils, and Exam Pads, among Others



**Geometry Box**

Student Geometry Boxes, Scales, and Technical Instruments, among Others



**Adhesives**

Glue Sticks, White Glues, Gums and Pastes, among Others



**Office Supplies**

Whiteboard Markers, Permanent Markers, Wooden Pencils, Highlighter, Carbon Paper, Correction Pens, and Stamp Pads, among Others



**Markers and Pens**

Whiteboard Markers, Permanent Markers, Fountain Pen Inks, and Correction Pens, among Others



**Notebooks**

Premio, Long Books, Drawing Books, and Sketchbooks, among Others



**Early Learning**

Finger Crayons, Modeling Clay, Play Dough, and Child-Grip Crayons, among Others

## Creative Product Innovation for Every Age

Kokuyo Camlin Limited has continued its legacy of enriching artistic expression through the introduction of a diverse range of new products tailored to both school-going users and adult consumers in the fine art and hobby segments. With a focus

on creativity at every age and stage, the Company’s latest innovations in colouring products are designed to inspire young minds and nurture creativity. New stationery launches reflect a user-centric approach, emphasizing ergonomic design and

improved performance. For hobbyists and professional artists alike, the Company has unveiled a portfolio of premium-grade tools, reaffirming Kokuyo Camlin’s commitment to supporting artistic pursuits at every level of skill and practice.



**Grip Pro Mechanical Pencil**



**Camel Colourpad**



**Acrylic Markers**



**Cartridge-Based Whiteboard Marker**



**Gouache Colours**



**High-Quality Sketchbooks**

## Legacy of Creativity and Growth

# A Legacy of Creativity and a Journey of Transformation



Kokuyo Camlin's journey spans generations, shaped by a passion for learning, creativity, and self-expression. What began with ink and crayons has evolved into a vibrant, future-ready portfolio that reaches millions across classrooms and studios. Guided by a legacy of purpose and progress, the Company continues to grow in step with its users, driven by each new idea, each product innovation, and every joyful moment of creation.



2021

A refreshed visual identity was introduced across the Company's art and stationery products, aligning with modern consumer preferences.

2022

The Camel Art Foundation marked its 25<sup>th</sup> anniversary with a National Art Camp held at the UNESCO World Heritage Site of Ajanta Caves.

2023

The silver jubilee celebrations of the Camel Art Foundation culminated in a grand exhibition at Jehangir Art Gallery, Mumbai.

2025

The Company is designing for consumers looking for a premium product experience beyond solid functionality.

2020

The Camel Fluid Acrylic Colours range was launched, offering versatile new mediums for contemporary artists.

2017

A state-of-the-art factory was inaugurated at Patalganga near Mumbai by then CM Devendra Fadnavis and Industry Minister Subhash Desai, along with Indian and Japanese officials.

2016

A mass plantation drive was organized in Jammu in collaboration with the Ecological Task Force of the Indian Army.

2015

The 50-year journey of the Camel brand was commemorated through a special exhibition at Mumbai's renowned Jehangir Art Gallery.

2004

The 'Camlin Exam' brand was introduced, offering exam-oriented products designed specifically for students.

2009

Camlin Alphakids Ltd. was launched in Mumbai, marking the Company's foray into the early education segment.

2011

The All-India Camel Colour Contest achieved global recognition by entering the Guinness World Records.

2012

A strategic partnership was formed with Japan's Kokuyo S&T Co. Ltd., leading to the creation of Kokuyo Camlin Limited.

2000

A new line of writing instruments, adhesives, and erasers was launched, strengthening the brand's presence in core stationery categories.

1999

The hobby product range was further expanded with the introduction of glass Colours, catering to the evolving needs of artists.

1996

Camlin became the first in India to launch 3D Colours in a tube format, reinforcing its commitment to innovation in art materials.

1994

A modern, state-of-the-art manufacturing plant was inaugurated in Nashik, expanding the Company's infrastructure.

1931

Inspired by the Swadeshi movement, Camel introduces India-made stationery products to the market.

1946

Dandekar & Co. is renamed Camlin, blending 'Camel' and 'Ink' to reflect its evolving identity.

1958

Camlin marked its 25<sup>th</sup> anniversary, celebrating a quarter-century of trust and creativity.

1974

A fully integrated manufacturing facility was established at Tarapur, approximately 100 kilometers from Mumbai, enhancing production capabilities.

1979

The Company received a significant recognition from the Government of India for its contributions to the industry.



## Marketing Excellence

# Bringing Creativity Closer to Every User



Bringing joy to every creative journey, Kokuyo Camlin continues to evolve its marketing efforts to reflect the vibrant, imaginative world it supports. With a clear focus on encouraging artistic exploration at all ages, the brand strategically deepened its investments in product-led storytelling, engaging campaigns, and interactive events that build lasting emotional connections with its audiences.

## Bringing Colours to Screens Everywhere

An engaging 8-week campaign, Camel Ki Colourful Duniya, was launched across television and digital platforms, capturing the imagination of young audiences across the country. The campaign was strategically aired on popular children's TV channels and YouTube, ensuring wide visibility among its core demographic. This initiative not only extended the brand's reach, but also reinforced its creative promise, striking a strong chord with its intended viewers.



## Celebrating Young Talent through Immersive Art Experiences

### Camel Art Foundation Workshop - Hampi

A three-day immersive workshop was held at the UNESCO World Heritage Site in Hampi, bringing together selected fine art students from colleges in South India. Participants engaged in on-site creation, mentored by established artists through curated masterclasses. The resulting artworks were exhibited at Mumbai's Jehangir Art Gallery in January 2025.



### Camel Art Contest

One of India's most celebrated student art competitions, the Camel Art Contest attracted entries from more than 1,600 schools nationwide this year. Entries progressed through zonal, regional, and national rounds, with standout young artists honoured for their originality, technique, and creative expression.





## Manufacturing and Intellectual Process

# Crafting Excellence and Powering Creativity



With a deep-rooted legacy in the art and stationery industry, Kokuyo Camlin Limited has built a strong foundation for quality through its robust manufacturing infrastructure and precision-driven production practices.

The Company operates three strategically located manufacturing units: two in Maharashtra (Patalganga and Tarapur) and one in the Union Territory of Jammu and Kashmir. These state-of-the-art facilities are equipped to produce a diverse range of scholastic and artistic tools, enabling agile scalability while ensuring uncompromising quality standards.

## Patalganga Facility – A Hub of Advanced Manufacturing and Sustainable Innovation



- **364** SKUs
- **56,000** sq. m with 45% Green cover
- **1081-kWp** Solar Plant
- **Zero** Liquid Discharge System

Kokuyo Camlin's Patalganga plant is the largest stationery manufacturing unit within the Kokuyo Group. Strategically located near key transport hubs and the JNPT Port, it offers both manufacturing efficiency and distribution agility. The facility exemplifies environmentally responsible operations, with features like a zero liquid discharge system,

rainwater harvesting, LED lighting, and an expansive solar setup. Ongoing improvement programs, including smart IoT-enabled monitoring systems and a strategic shift toward high-value product categories, have enhanced both operational output and innovation capability.

## Tarapur Facility – Heritage Meets Innovation in Artistic Manufacturing



As Kokuyo Camlin's oldest manufacturing unit, the Tarapur facility in Maharashtra plays a foundational role in the Company's operations, combining decades of craftsmanship with a consistent focus on innovation. It plays a vital role in producing key scholastic and fine art materials such as crayons, mechanical pencil leads, and artist-grade products. The site also houses a dedicated R&D centre focused on colour product development, supporting the creation of high-quality pigments aligned with evolving consumer expectations. Sustainability is embedded into its operations through a 500-kWp solar power plant and a Zero Liquid Discharge (ZLD) system that ensures responsible water management. With its rich legacy, specialized capabilities, and environmentally conscious practices, the Tarapur plant continues to uphold Kokuyo Camlin's standards of quality and progress.

- **1,150** SKUs
- **Zero** Liquid Discharge (ZLD) System
- **500-kWp** Solar Power Plant

## Samba Plant – Powering the Palette of India's Creative Future



Commissioned in 2008, Kokuyo Camlin's Samba plant is an important colour manufacturing unit serving student, hobby, and artist segments. Its portfolio includes a wide variety of poster colours, watercolour cakes and tubes, acrylics, sparkle glitters, and fabric colours. The year 2024-25 saw the rollout of several new and upgraded SKUs, including pastel acrylics, 12- and 24-shade water-colour cakes, and enhanced packaging designed for better usability and visual appeal. The facility maintains a strong focus on quality, supported by structured rating systems and multiple BIS and IMS certifications. A culture of safety is embedded across operations, with initiatives such as fire safety drills, first aid training by SDRF, and continuous awareness-building programs. Regular rewards and recognition forums further promote operational discipline and workforce morale.

- **372** SKUs
- **390** Workforce
- **BIS and IMS** Certifications

## Automating Business Processes



Kokuyo Camlin is proactively embracing automation to boost operational efficiency and reinforce its market position. By integrating advanced technologies across various business functions, the company aims to streamline operations, reduce waste, and support its broader mission of promoting creativity and learning across India. Manufacturing processes, particularly at the Patalganga facility, are increasingly powered by advanced robotic systems, while other divisions have adopted digital tools to optimize sales, distribution, inventory, and expense management. Additionally, Kokuyo Camlin is strengthening its digital ecosystem and redesigning its website to remain competitive and future-ready in an evolving marketplace.

### Technologies Implemented

- Japanese injection Molding Robotic Technology
- Salesforce Automation (SFA)
- Distribution Management System (DMS)
- Digital Footprint Expansion
- Website Revamp



## Promoting Art and Community Engagement

# Advancing Social Welfare through Strategic CSR Initiatives



At Kokuyo Camlin, CSR is an extension of its core values, supporting learning, creativity, and equitable access to opportunity. The Company's initiatives focus on education, health, empowerment, and community engagement, with a strong emphasis on sustainable impact and collaborative partnerships. The year 2024-25 marked a phase of expanded outreach, multi-state program execution, and renewed commitment to inclusive development.

### Key Highlights

9

Mini Science Centres (MSCs) set up across Maharashtra and Jammu and Kashmir

108

Nanhi Kalis supported through skill and leadership development

2 MSCs

Inaugurated in Samba with community and leadership participation

## CSR Initiatives

### Advancing STEM Access through MSCs

Kokuyo Camlin installed 9 MSCs across schools in Maharashtra and Jammu and Kashmir. Each MSC is equipped with:

80

Interactive science and math exhibits

37

Backdrops, multilingual manuals, safety boards, and teacher training resources

Permanent installations to support long-term curriculum integration

A key highlight of the year was the inauguration of MSCs on 15<sup>th</sup> February, 2025, at Government High School, Nanak Chak (Samba), and Government High School, Tarore (Vijaypur). The events were attended by the Company's representatives, school principals, teachers, and students, with Mr. Shriram Dandekar gracing the occasion as Chief Guest. The inauguration included a lab tour and demonstration, receiving enthusiastic support from local educators and students. The initiative was celebrated as a symbol of possibility bringing structured science learning to the hearts of underserved regions.



### Empowering the Girl Child – Project Nanhi Kali

In partnership with the K.C. Mahindra Education Trust, Kokuyo Camlin supported 108 Nanhi Kalis in Mumbai and Navi Mumbai, enabling them to grow through:

- 21st-century life and digital skills training
- Weekly sports sessions and Toofaan village games
- Exposure visits, group expression activities, and festive art workshops
- Community sessions with parents and school authorities to reinforce the importance of holistic girls' empowerment

### Enabling Educators – Teacher Training for MSC Integration

30+

Teachers trained in STEM-based pedagogy

Each MSC installation was accompanied by a structured Teacher Training Program (TTP) to empower educators to use the exhibits effectively. The training covered visual teaching methods, concept-based demonstration, and inquiry-led classroom engagement. As a result, schools reported improved student interaction, concept clarity, and enthusiasm toward science subjects.

### Access to Clean Water – RO Plant Installation in Solapur

In a move to address health and hygiene gaps in schools, Kokuyo Camlin facilitated the installation of an RO water purification system at Shrimant Bajirao Peshwa School in Solapur. The project ensures reliable access to clean, safe drinking water for more than 1,000 students, helping reduce health-related absenteeism and supporting a safer, more enabling environment for learning.

1,000+

Students benefited from RO water access in Solapur





# Corporate Information

## Board of Directors

### Mr. Dilip Dandekar

Chairman and Non-Executive Director

### Mr. Masaharu Inoue

Senior Vice Chairman and Non-Executive Director

### Mr. Shriram Dandekar

Vice Chairman and Non-Executive Director

### Mr. Satish Veerappa

Managing Director

### Mr. Takeo Iguchi

Executive Director

## Independent Directors

Ms. Nandini Chopra

Ms. Naho Shigeta

Mr. Nilesh Modi

Mr. Naganath Subramanian Iyer

Mr. Tomoya Okada

## Chief Financial Officer

Mr. Nilesh Kumar Choudhary (W.e.f. 8/7/2024)

## Company Secretary and Compliance Officer

Mr. Vipul Bhoy

## Auditors

M/s. BSR & Co. LLP

Chartered Accountants

Mumbai

## Bankers

Mizuho Bank Ltd.

The Bank of Tokyo-Mitsubishi UFJ Ltd.

Sumitomo Mitsui Banking Corporation

HDFC Bank Ltd.

## Registered Office

Hilton House, 48/2, Central Road, M.I.D.C.,

Andheri (East), Mumbai – 400 093,

CIN: L24223MH1946PLC005434

## Registrar and Transfer Agents

MUFG Intime India Pvt Ltd.

C-101, 247 Park,

LBS Marg, Vikhroli (West),

Mumbai – 400 083.

**Tel:** +91 22 4918 6270

**Fax:** +91 22 4918 6060

**Email:** Rnt.helpdesk@in.mpms.mufig.com





## NOTICE

NOTICE is hereby given that the 78<sup>th</sup> Annual General Meeting of the Members of Kokuyo Camlin Limited, will be held on Friday, the 8<sup>th</sup> August, 2025 at 10:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dilip Dandekar (DIN: 00846901), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **To appoint M/s. JHR & Associates, Practising Company Secretaries as Secretarial Auditor of the Company for an audit period of 5 years commencing from financial year 2025-26 till financial year 2029-2030**

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s. JHR & Associates, Practising Company Secretaries (Firm registration number: S2015MH296800) as Secretarial Auditors of the Company for Audit period of 5 years commencing from FY 2025-26 till FY 2029-30, at such remuneration as may be mutually agreed upon by the Board of Directors and the said Auditors, in addition to the reimbursement of applicable taxes and out of pocket expenses incurred in connection with the secretarial audit of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including committee thereof) be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit."

4. **Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non-Executive Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and on the recommendation of Remuneration & Nomination Committee and the Board of Directors, the consent of the members be and is hereby accorded for the payment of remuneration to Mr. Dilip D. Dandekar, Chairman and Non- Executive Director of the Company by way of perquisites as set out in the explanatory statement, up to an amount not exceeding ₹ 14,00,000/- (Rupees Fourteen Lakhs) per annum during the financial year 2025-26.

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

**RESOLVED FURTHER THAT** Mr. Shriram S. Dandekar, Vice-Chairman & Non-Executive Director or Mr. Satish Veerappa, Managing Director be and are hereby severally authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

#### Regd. Office:

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
48/2, Hilton House,  
Central Road, M.I.D.C.,  
Andheri (East),  
Mumbai-400 093  
Dated: 28<sup>th</sup> May, 2025

#### By Order of the Board

**Vipul Bhoj**  
Company Secretary &  
Compliance Officer



## NOTICE (CONTD.)

### NOTES:

1. Pursuant to the general circular no. 14/2020 dated 8<sup>th</sup> April, 2020, general circular no. 17/2020 dated 13<sup>th</sup> April, 2020, general circular no. 20/2020 dated 5<sup>th</sup> May, 2020 and subsequent circulars issued in this regard, the latest being general circular no. 9/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and subsequent circulars issued in the regard, the latest being Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024, issued by the Securities & Exchange Board of India (SEBI), (hereinafter collectively referred to as "SEBI Circulars"), holding of the Annual General Meeting ('AGM') through VC/OAVM, without physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said MCA Circulars and SEBI Circulars, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said MCA Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means. 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.co.in](mailto:info@jhrasso.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) not later than 48 hours before the scheduled time of commencement of the AGM. Institutional shareholders 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.

3. The explanatory statement as required under Section 102 of the Act in respect of the business referred to under item no. 3 & 4 is annexed hereto. The Board of Directors of the Company at its meeting held on 28<sup>th</sup> May, 2025 considered that the business under item no. 3 & 4, being unavoidable, be transacted at the 78<sup>th</sup> AGM of the Company.
4. The Shareholders can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Remuneration and Nomination Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
5. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books will remain closed from Saturday, 2<sup>nd</sup> August, 2025 to Friday, 8<sup>th</sup> August, 2025 (both days inclusive).
7. In compliance with Section 124(6) of the Act, the shares in respect of which dividend was unclaimed for a period of seven years or more have been transferred in the name of 'Investor Education and Protection Fund' (IEPF)



## NOTICE (CONTD.)

established by the Central Government. Members may claim the said shares and unpaid dividend by making an application to IEPF Authority in Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

8. As per the provisions of Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed Amounts lying with Companies) Rules, 2014, the Company has placed on its website ([www.kokuyocamlin.com](http://www.kokuyocamlin.com)) the information on dividend which remains unclaimed with the Company for the financial year ended 31<sup>st</sup> March, 2009 and thereafter.
9. Members can avail of the facility of making nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to RTA viz. MUFG Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
10. As per Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, details in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of the notice.
11. Shareholders, who would like to express their views/ have questions may send their questions in advance at least seven working days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com). The same will be replied by the Company suitably.
12. Members who would like to register themselves as a speaker at the AGM shall send a request to the Company at [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com) from 28<sup>th</sup> July, 2025 to 1<sup>st</sup> August, 2025. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their

demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.

14. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder and Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their votes electronically, through the e-voting services provided by NSDL, on the resolutions set forth in this notice. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Friday, 1<sup>st</sup> August, 2025 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Instructions for e-voting are given hereunder. Resolution(s) passed by the members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
15. Since the AGM is held through VC/OAVM, the facility for voting through Ballot paper shall not be made available at the AGM.
16. The Board of Directors of the Company, at its meeting held on 28<sup>th</sup> May, 2025 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswi Jogal, Partner of M/s. JHR & Associates as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner. 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 not later than 2 working days from the conclusion of AGM and communicated to the Stock Exchanges, Depository, RTA and displayed on the Company's website at [www.kokuyocamlin.com](http://www.kokuyocamlin.com).
17. In compliance with aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. In accordance with regulation 36(l)(b) of the Listing Regulations, the Company is also sending a letter to shareholders whose email addresses are not registered with Company/Depositories, providing the weblink of Company's website from where a copy of the Annual Report 2024-25 can be accessed. Members may



## NOTICE (CONTD.)

note that the Notice calling AGM and Annual Report 2024-25 are available on the website of the Company at [www.kokuyocamlin.com](http://www.kokuyocamlin.com), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Company's web-link on the above will also be provided in advertisement being published in newspaper having wide circulation in India (English Language) and local newspaper (Marathi Language).

18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
19. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 mandated the listed Companies to issue the securities only in dematerialized form while processing the service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificate / folios, Transmission and Transposition. In view of this, to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or MUFG Intime India Pvt. Ltd., (RTA) for assistance in this regard.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
21. SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31<sup>st</sup> July, 2023 (updated as on 11<sup>th</sup> August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.kokuyocamlin.com/disclosure>.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.



## NOTICE (CONTD.)

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, 5<sup>th</sup> August, 2025 at 9:00 A.M. and ends on Thursday, 7<sup>th</sup> August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 1<sup>st</sup> August 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 1<sup>st</sup> August, 2025.

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

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

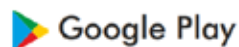
**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**





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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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



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## 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

## NOTICE (CONTD.)

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@jhrasso.com](mailto:info@jhrasso.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will

be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav Assistant Manager - NSDL, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not



## NOTICE (CONTD.)

casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**Regd. Office:**

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
48/2, Hilton House,  
Central Road, M.I.D.C.,  
Andheri (East),  
Mumbai-400 093  
Dated: 28<sup>th</sup> May, 2025

**By Order of the Board**

**Vipul Bhoy**  
Company Secretary &  
Compliance Officer

# ANNEXURE FORMING PART OF THE NOTICE

## EXPLANATORY STATEMENT

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

#### Item No.3

In terms of Section 204 of Companies Act, 2013 ('Act') and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Secretarial Auditor shall be appointed on the recommendation of the Board with the approval of shareholders of the Company. Accordingly, the Board has recommended the appointment of M/s. JHR & Associates, Practising Company Secretaries, for the audit period of 5 years commencing from financial year 2025-26 till financial year 2029-30 for the approval of shareholders.

M/s. JHR & Associates is a firm of Practising Company Secretaries founded in 2017. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits. The firm is peer reviewed by the Institute of Company Secretaries of India.

M/s JHR & Associates has confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI (LODR) Regulations, 2015.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution set forth in item No. 3 for the approval of members as an Ordinary Resolution.

#### Item No.4

The Board of Directors on the recommendation of Remuneration & Nomination Committee at its meeting held on 15<sup>th</sup> May, 2024, approved the remuneration to Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, by way of perquisites in the form of annual subscription towards club membership, provision of Car and Driver with maintenance expenses, travel expenses in connection with consulate work being Honorary Consulate of Mongolia and annual membership of Honorary Consul / Career Consul associated with Honorary Consular Corps Diplomatique-India (HCCD) and Consular Corps Association Mumbai (CCAM), not exceeding ₹ 14,00,000/- (Rupees Fourteen Lakh only) per annum. The aforesaid remuneration was further approved by

the Shareholders at the 77<sup>th</sup> Annual General meeting held on 6<sup>th</sup> August, 2024 by passing a special resolution.

The Company proposes to continue paying a remuneration not exceeding ₹14,00,000 (Rupees Fourteen Lakhs only) per annum during the financial year 2025-26 to Mr. Dilip D. Dandekar, Chairman and Non-Executive Director. This remuneration shall be provided by way of perquisites, including:

- Annual subscription towards club membership;
- Provision of a company car and driver, including maintenance expenses;
- Travel and accommodation expenses in connection with his role as Honorary Consul of the Consulate of Mongolia;
- Expenses related to participation in conferences and events of Indian Merchants' Chamber (IMC), Federation of Indian Chambers of Commerce and Industry (FICCI), and World Chambers Federation (WCF) in India and overseas;
- Annual membership fees of Honorary Consular Corps Diplomatique-India (HCCD) and Consular Corps Association Mumbai (CCAM);

Mr. Dandekar holds distinguished honorary and industry positions, which have benefitted the Company through enhanced visibility, strategic networking, and industry advocacy. In view of the value derived from these associations, it is proposed that all the above perquisites be included within the total remuneration cap of ₹ 14,00,000/- during the financial year 2025-26.

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

As per the provisions of Regulation 17(6)(ca) and other applicable provisions, if any, of the Listing Regulations, the approval of Members by special resolution shall be obtained



## ANNEXURE FORMING PART OF THE NOTICE (CONTD.)

every financial year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof.

Since, the payment of remuneration to Mr. Dilip Dandekar exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, the Company seeks your approval by way of special resolution for the payment of remuneration as mentioned above.

The payment of such remuneration was approved by the Board of Directors in their meeting held on 28<sup>th</sup> May, 2025, based on the recommendation of the Remuneration and Nomination Committee and subject to the approval of Members.

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

**I. GENERAL INFORMATION:****i. Nature of Industry:**

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

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

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

**iii. Financial Performance based on given indicators –**

(₹ In Lakhs)				
Sr. No.	Particulars	2024-25	2023-24	2022-23
1	Revenue from operations (Net)	76252.88	81589.33	77494.32
2	Profit /(Loss) before tax	874.82	5938.23	3514.48
3	Profit / (Loss) after tax	583.30	4383.20	2444.73

**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 MR. DILIP DANDEKAR:****i. Background Details:**

Mr. Dilip D. Dandekar (73) G.C.D, is one of the promoters of the Company. He is associated with the Company since 1971 and was later appointed as Whole-time Director in the year 1979 and as Chairman & Managing Director of the Company, from 1<sup>st</sup> June, 2002. The Board of Directors in its meeting held on 1<sup>st</sup> February, 2013 appointed Mr. Dilip D. Dandekar as Chairman & Executive Director of the Company. Further, the Board of Directors approved his re-designation as 'Chairman & Non-Executive Director' with effect from 1<sup>st</sup> September, 2021.

**ii. Past Remuneration:**

- ₹ 12.53 Lakhs by way perquisites; and
- ₹ 6.20 Lakhs by way of sitting fees.

**iii. Recognition & Awards:**

Not applicable.

**iv. Job Profile and his suitability:**

Mr. Dilip D. Dandekar has wide experience of over 54 years in the field of Marketing, Administration and overall Management of the Company. With his long-standing experience and knowledge, he has successfully and in a sustained way contributed towards the growth of the Company. Mr. Dilip Dandekar is associated and held various positions with industry bodies namely, Indian Merchants' Chamber, Federation of Indian Chambers of Commerce and Industry (FICCI) and International Chambers of Commerce (ICC), World Chambers Federation (WCF), which has benefited the Company from time to time. It is in the interest of the Company to continue to avail his services and guidance.

## ANNEXURE FORMING PART OF THE NOTICE (CONTD.)

### v. **Remuneration Proposed:**

As stated in the resolution and 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, the profile of Mr. Dilip Dandekar and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to Non-Executive Chairman in other Companies.

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

Besides the remuneration proposed, Mr. Dilip D. Dandekar does not have any other pecuniary relationship with the Company and its managerial personnel except that of Ms. Aditi D. Dighe, daughter of Mr. Dilip D. Dandekar, employed with the Company as General Manager (Marketing) and Mr. Rahul D. Dandekar, son of Mr. Dilip D. Dandekar, employed with Company as Senior General Manager, Business Development (Fine Art & Hobby).

## III. **OTHER INFORMATION:**

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

During the financial year 2024–25, your Company's sales growth was moderated by a confluence of factors, including cautious consumer sentiment and restrained discretionary spending. In addition, the Company incurred a loss on sales due to adverse market price adjustments necessitated by elevated competitive intensity. Additionally, during the year, an internal review led to the identification of discrepancies between recorded and physical

inventory at one of the Company's manufacturing facilities. The financial impact arising from misstated entries and record manipulation was assessed at ₹ 2,356.81 lakhs (including indirect tax), which has adversely impacted the Company's bottom line for FY 2024–25.

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

Your company has taken cognizance of the aforesaid event of inventory variance and the appropriate corrective measures have been initiated. The management has taken the appropriate steps to strengthen the governance & controls and to leverage IT capabilities to further drive efficiencies. Your Company looks forward to strengthening its performance in coming years with focus on innovation, Market expansion, digital transformation and operational excellence.

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

With the efforts as stated at point no. (b) above, notable improvement in both productivity and bottom-line performance in the upcoming financial year is expected.

## IV. **DISCLOSURES:**

With regards to remuneration paid to Directors, please refer the Corporate Governance Report forming part of the Annual Report.

None of the Directors/ Key Managerial Personnel of the Company and their relatives except Mr. Dilip Dandekar is concerned or interested in this resolution. The relatives of the said Director may be deemed to be interested to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set forth in item No. 4 for the approval of members as Special Resolution.



## ANNEXURE TO THE NOTICE

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting]

<b>Name</b>	<b>Mr. Dilip Dandekar</b>
Designation	Chairman & Non-Executive Director
Director Identification Number	00846901
Age	73 Years
Date of first Appointment on the Board	1 <sup>st</sup> January, 1979
Brief Resume / Expertise in Specific Functional Area	Over 54 years of wide experience in the field of Marketing, Administration and overall Management of the Company
Qualification	G.C.D.
Terms and Conditions of re-appointment	Liable to retire by rotation
Details of remuneration sought to be paid	₹ 14,00,000 during the financial year 2025-26 by way of perquisites
Last drawn remuneration	a) ₹ 12.53 lakhs by way of Perquisites b) ₹ 6.20 lakhs by way of sitting fees.
Relationship with other Directors and Key Managerial Personnel	Nil
Directorship in other Companies	a) Triveni Pencils Limited b) Cafco Consultants Limited c) Nilmac Packaging Industries Private Limited d) DDI Finance Private Limited e) Camart Finance Limited f) IMC Chambers of Commerce and Industry g) Colart Camlin Canvas Private Limited
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	2,00,000 equity shares
Number of meetings of the Board attended during the year	5

## DIRECTORS' REPORT

To,

The Shareholders of Kokuyo Camlin Limited

Your Directors have pleasure in presenting the 78<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2025.

### FINANCIAL RESULTS:

	(₹ In Lakhs)	
Particulars	2024-2025	2023-2024
Gross Sales/Income from Business	81009.04	86452.89
Less : Discount on Sales	4756.16	4863.56
Net Sales/Income from Business	76252.88	81589.33
Other Income	74.86	567.59
Total Income	76327.74	82156.92
Profit Before Interest and Depreciation	3456.71	8226.48
Less : Interest	461.08	422.03
Less : Depreciation	2120.81	1866.22
(Loss)/Profit Before Tax	874.82	5938.23
Less : Provision for Tax		
- Current	348.27	1500.60
- Deferred	(56.75)	54.43
Profit/(Loss) after Tax	583.30	4383.20
Balance carried to Balance Sheet		
Earnings per share (Basic)	0.58	4.37
Earnings per share (Diluted)	0.58	4.37

### OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

During the financial year 2024–25, your Company's sales growth was moderated by a confluence of factors, including cautious consumer sentiment and restrained discretionary spending. In addition, the Company incurred a loss on sales due to adverse market price adjustments necessitated by elevated competitive intensity. The Company has consciously chosen not to engage in deep discounting practices, thereby reinforcing its commitment to value-driven growth and the preservation of long-term brand equity.

Despite these challenges, certain product categories such as Fine Art, Markers, Notebooks, Adhesives, and Wooden Pencils delivered strong performance, achieving both revenue growth and increased market share over the year.

Additionally, during the year, an internal review led to the identification of discrepancies between recorded and physical inventory at one of the Company's manufacturing facilities. The financial impact arising from misstated entries and record manipulation was assessed at ₹ 2,356.81 lakhs

(including indirect tax), which has adversely impacted the Company's bottom line for FY 2024–25. The Board has taken cognizance of the observations made by the Auditors in this regard, and appropriate corrective measures have been initiated.

For the year ended 31<sup>st</sup> March, 2025, the Company reported gross sales/income of ₹ 81,009.04 lakhs, as compared to ₹ 86,452.89 lakhs in the previous financial year. The profit after tax for FY 2024–25 stood at ₹ 583.30 lakhs, compared to ₹ 4,383.20 lakhs in FY 2023–24.

Despite these headwinds, the Company maintains a fundamentally strong financial position, underpinned by a solid and stable balance sheet, along with improved current and debt-to-equity ratios.

The Board remains confident in the Company's long-term growth trajectory and is firmly committed to the execution of its strategic objectives with focus and discipline. Your Company continues to demonstrate resilience and the ability to navigate operational and market challenges effectively.



## DIRECTORS' REPORT (CONTD.)

### DIVIDEND:

In view of the Company's performance and upcoming strategic initiatives aimed at addressing growth expansion, the Board has not recommended any dividend for the financial year ended on 31<sup>st</sup> March, 2025.

The Dividend Distribution policy is available on the website of the Company at <https://www.kokuyocamlin.com/policies>.

### TRANSFER TO RESERVE:

The Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit for the financial year 2024-25 in the profit and loss account.

### MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis forms an integral part of this report and is presented separately. It gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's operations and their adequacy, risk management systems and other material developments during the financial year 2024-2025.

### SHARE CAPITAL:

During the year under review, there was no change in the share capital structure and the paid-up capital of the Company as on 31<sup>st</sup> March, 2025 was ₹ 1003.04 lakhs.

### CONSOLIDATED FINANCIALS STATEMENTS:

The Company does not have any subsidiary, associate or joint venture and hence, the Company is not required to prepare Consolidated Financial Statements.

### SUBSIDIARIES:

At present, the Company does not have any subsidiary. No new subsidiary was incorporated or acquired by the Company during the year under review. Since the Company does not have any subsidiary, associate or joint venture, Form AOC-1 pursuant to the provisions of Section 129(3) of Companies Act, 2013 (the Act) is not applicable to your Company.

### DEPOSITS:

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from the public was outstanding as on 31<sup>st</sup> March, 2025.

### CHANGES IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company.

### MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes or commitments that have affected the financial position of the Company subsequent to the close of FY 2024-25 till the date of this report. There is no change in the nature of the business of the Company.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not granted any Loans, Guarantees or Investments during the financial year ended 31<sup>st</sup> March, 2025.

### ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure – A".

### RELATED PARTY TRANSACTIONS:

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their review on a quarterly basis.

The details of the transactions with related parties are provided in the accompanying financial statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <https://www.kokuyocamlin.com/policies>.

### CORPORATE GOVERNANCE REPORT:

Corporate Governance is all about ethical conduct, integrity and accountability. Good Corporate Governance involves

## DIRECTORS' REPORT (CONTD.)

a commitment of the Company to run the business in a legal, ethical and transparent manner and runs from the top and permeates throughout the Organization. It is a key element improving the economic efficiency of Organization. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a separate section on Corporate Governance forms part of this report. A Certificate from M/s. JHR & Associates, Practicing Company Secretaries confirming compliance of Corporate Governance forms part of this Report. The certificate of the Managing Director/CFO, confirming the correctness of the financial statements and the certificate from Managing Director on compliance with the Company's Code of Conduct in terms of Regulation 17 of the Listing Regulations is attached in the Corporate Governance report and forms part of this report.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### Retirement by Rotation

In terms of the provisions of the Act, Mr. Dilip Dandekar, Non-Executive Director of the Company, retires by rotation at the ensuing Annual General meeting and, being eligible, offers himself for re-appointment. You are requested to appoint him. The profile of Mr. Dilip Dandekar, seeking re-appointment forms part of the Notice.

#### Appointment / Re-appointment of Directors

During the year under review, Mr. Satish Veerappa, was appointed as Managing Director with effect from 1<sup>st</sup> April, 2024 for a period of three years as approved by the Board of Directors at its meeting held on 8<sup>th</sup> February, 2024 and by the Shareholders by passing a resolution through postal ballot on 28<sup>th</sup> March, 2024.

#### Transition of Mr. Shriram Dandekar, 'Vice Chairman & Executive Director' to the role of 'Vice Chairman & Non-Executive Director' of the Company

During the year under review, the Board of Directors re-designated Mr. Shriram Dandekar as Non-Executive Director in view of his cessation as Director in Whole-time employment designated as Executive Director of the Company with effect from 1<sup>st</sup> April, 2025 while, he continued to act as the Vice Chairman of the Company. The Board of Directors placed on record its appreciation for the valuable services rendered by Mr. Shriram Dandekar during his tenure of office as Executive Director.

### Key Managerial Personnel

During the year under review, Mr. Nilesh Kumar Choudhary was appointed as Chief Financial Officer with effect from 8<sup>th</sup> July, 2024.

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with rules framed thereunder:

1. Mr. Satish Veerappa – Managing Director
2. Mr. Nilesh Kumar Choudhary – Chief Financial Officer
3. Mr. Vipul Bhoy – Company Secretary & Compliance Officer

The disclosure required under Section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure – B" forming an integral part of this report.

### MEETINGS OF BOARD:

During the financial year 2024-25, five Board meetings were held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Act.

### COMMITTEES OF THE BOARD:

As on 31<sup>st</sup> March, 2025, the Board had five committees: Audit committee, Remuneration and Nomination committee, Stakeholders Relationship committee, Corporate Social Responsibility committee and Risk Management Committee. During the year, all recommendations made by the committees were approved by the Board. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

### FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

In compliance with the requirements of Listing Regulations, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization program are explained in the Corporate Governance Report.



## DIRECTORS' REPORT (CONTD.)

The same is also available on the website of the Company and can be accessed by web link <https://www.kokuyocamlin.com/policies>.

### PERFORMANCE EVALUATION OF THE BOARD:

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, its Committees, individual Directors including Independent Directors and Chairman of the Board. Feedback from Directors was sought by way of structured questionnaire covering various aspects of the Board's functioning viz. Board composition, Board procedure, strategy, flow of information etc. and performance of Directors including but not limited to knowledge, skills, contribution to the discussions, Independence etc. The result of the evaluation was presented by the Chairman to the Board and the Board has agreed on the action plan for further improvement in functioning of the Board.

Further, the Independent Directors met separately without the presence of Non-Independent Directors and the members of management and discussed the performance evaluation of the Non-Independent Directors and the Board as a whole.

### DECLARATION OF INDEPENDENCE:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the applicable provisions of the Act as well as Listing Regulations. In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company.

The Independent Directors of the Company have registered themselves with the data bank maintained by Indian Institute of Corporate Affairs (IICA).

### REMUNERATION POLICY:

The Board has, on the recommendation of the Remuneration and Nomination Committee framed a policy for selection, appointment, and remuneration of Directors and KMPs. The Remuneration Policy is stated in the Corporate Governance Report and is also available on the website of the Company at <https://www.kokuyocamlin.com/policies>.

### DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(3)(c) of the Act, your Directors to the best of their knowledge and belief and according to the information and explanations obtained by them, hereby confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31<sup>st</sup> March, 2025 and of the profit of the Company for the year ended on that date.
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Directors had the annual accounts prepared on a going concern basis;
- e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls were intended to be adequate and operating effectively. During the year under review, certain instances of deviation from these controls, with apparent mala fide intent, by certain employees were observed. Your Company has taken due cognizance of the observations made by the Auditors in this regard. Corrective actions have already been initiated. Further, measures including targeted personnel training and process enhancements are underway to reinforce the internal control framework. The Board of Directors is committed to ensuring the establishment of robust and effective internal financial control systems.
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively, except in respect of the certain instances where deviations noted in the implementation of internal

## DIRECTORS' REPORT (CONTD.)

controls with mala fide intention by certain employees as mentioned above for which appropriate actions are being taken.

### CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to Section 135(1) of the Act, the Company has constituted the Corporate Social Responsibility (CSR) Committee. The Composition of the CSR Committee is disclosed separately in the Corporate Governance report forming part of this Annual Report. The Company has in place, the CSR policy which outlines Company's philosophy towards Company's CSR program implementation. The CSR policy is available on the Company's website <https://www.kokuyocamlin.com/policies>. Pursuant to Section 135(5) of the Act and in accordance with the CSR policy, the Company has spent 2% of the average net profits of the Company during the three immediately preceding financial years. An annual report on CSR containing details as required under rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as "Annexure – C" and forms part of this report.

### AUDITORS & AUDITORS REPORT:

#### STATUTORY AUDITORS:

Pursuant to the provisions of Section 139(2) of the Act read with Companies (Audit and Auditors) Rules, 2014, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W100022) were appointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of 75<sup>th</sup> Annual General meeting held on 29<sup>th</sup> June, 2022 till the conclusion of 80<sup>th</sup> Annual General meeting of the Company.

#### AUDITORS REPORT:

There have been no instances of fraud by the Company or on the Company except one-off event of inventory variance, at one of the plants of the Company, as identified by proactive internal review, which has been reported by the statutory auditors under Section 143(12) of the Act. The statutory auditor's remarks in their audit report are as follows:

During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year

except that the Company following an internal assessment, suo moto, had identified discrepancies of ₹ 2,356.81 lakhs between physical quantity recorded in the books of account and the physical inventory (including indirect tax impact). The Company appointed an external firm to carry out forensic audit and terminated the services of the concerned employees.

Further, following qualified opinion has been reported by the statutory auditors:

During the year, the management had identified discrepancies between physical quantity recorded in the books of account and the physical inventory. Accordingly, an expense (including indirect taxes) of ₹ 2,356.81 lakhs has been recognised for the year ended 31 March 2025. Management has not identified the possible impact, if any, of the discrepancy on the prior periods presented or opening balances as at 1 April 2023. As a result, no adjustment is made to the comparative information. This constitutes a departure from Indian Accounting Standard prescribed under section 133 of the Companies Act, 2013 ("the Act") which requires correction of material prior period errors retrospectively.

#### ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The statutory auditors have, in their report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act made the following Adverse Opinion.

#### Adverse Opinion:

In our opinion, because of the effects of the material weaknesses described in paragraph (a) of Basis for Adverse Opinion section below on the achievement of the objectives of the control criteria, the Company has not maintained adequate internal financial controls with reference to financial statements and because of the effects of the material weaknesses described in paragraphs (a) and (b) of Basis for Adverse Opinion section below, such internal financial controls with reference to financial statements were not operating effectively as of 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").



## DIRECTORS' REPORT (CONTD.)

### Basis for Adverse Opinion

- (a) According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31 March 2025:

The Company did not have an appropriate internal control system:

For creation and alteration of Bill of Material (BOM) which could potentially result into in the Company incorrectly valuing its inventory of work-in-progress and finished goods;

For approval for recording difference exceeding the tolerance level between actual and standard consumption in the books of account which could potentially result into incorrect consumption being recorded.

For certain General IT controls which, collectively, could potentially result in unauthorized access and changes in Company's IT systems.

- (b) According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls with reference to financial statements as at 31 March 2025:

- The Company's internal control system for approval of physical movement of goods from stores to production was not operating effectively which could potentially result into incorrect consumption being recorded;
- The Company's internal control system for approval of purchase orders by the person other than the creator of the purchase order and of a designated authority was not operating effectively which could potentially result in unauthorized purchases being recorded;
- The Company's internal control system for physical verification of inventory lying at job workers' location was not operating effectively which has resulted in physical verification not performed as per the approved frequency;

Board's response to the comments of the statutory auditors in the Audit Report:

Your Company had initiated the forensic audit to examine the matter. According to the forensic review report, there was an involvement of few employees of the Company and some of the Job workers in manipulation of the operational documents and erroneous recording of production entries leading to irregularities in inventory management. Some of the employees have confessed to having received kickbacks from vendors. Apart from this, instances of conflict of interest and violation of Company's code of conduct have also been reported. These events were found to have led to fraud against the Company. The financial impact recognised due to misstated entries and manipulation of records was around ₹ 2,356.81 lakhs (including indirect taxes). Given the nature of the identified discrepancies in the forensic report, the management has concluded not to reinstate the financial statements of earlier years, as the impact is not precisely ascertainable.

Taking cognizance of the observations made in the forensic report, Your Company has taken appropriate disciplinary action against employees and vendors involved including termination. Re-structuring of the factory operations have been done to tighten the controls. Your Company has explored IT capabilities to strengthen operational controls and streamline processes which are in the phase of implementation. Your Company is committed to uphold highest standards of corporate governance and protect the interest of its stakeholders.

### SECRETARIAL AUDIT:

M/s. JHR & Associates, a firm of Company Secretaries, were appointed as Secretarial Auditor for the financial year 2024-25 pursuant to Section 204 of the Act. The Secretarial Audit Report submitted by them in the prescribed form MR-3 is attached as "Annexure – D" and forms part of this report.

There are no qualifications or observations or adverse remarks or disclaimer of the Secretarial Auditors in the Secretarial Audit/Compliance Report issued by them for the financial year 2024-25.

In terms of Regulation 24A of the Listing Regulations as amended by SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2014 effective from 13<sup>th</sup> December, 2024, a Listed entity shall appoint or re-

## DIRECTORS' REPORT (CONTD.)

appoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting. Accordingly, an ordinary resolution, proposing the appointment of M/s JHR & Associates, Practising Company Secretaries (Firm registration number: S2015MH296800) as Secretarial Auditors of the Company for Audit period of 5 years commencing from financial year 2025-26 till financial year 2029-30 forms part of the AGM notice. The Company has received their consent and their eligibility confirmation and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Listing Regulations.

### RECONCILIATION OF SHARE CAPITAL AUDIT:

As directed by the Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit has been carried out at the specified period, by a Practising Company Secretary.

### INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

The Company was not required to transfer any amount to the Investor Education and Protection Fund established by the Central Government (IEPF) during the financial year 2024-25 except the dividend declared for the financial year 2023-2024 on the shares already transferred to IEPF.

### TRANSFER OF SHARES TO IEPF:

The Company has not transferred any shares to IEPF during the financial year 2024-25. Details of shares transferred prior to the financial year 2024-25 have been uploaded on the website of IEPF as well as the Company.

### SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes the dignity of all employees. As required under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on prevention, prohibition and redressal of sexual harassment at the workplace. All women, permanent, temporary or contractual including those of service providers are covered under the policy. An Internal Committee

comprising management staff has been set up at office and factory locations to redress complaints relating to sexual harassment. The Committee also includes an outside woman representative from an NGO. There was no case reported during the financial year 2024-25.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant or material orders passed by any regulator, tribunal or court that would impact the going concern status of the Company and its future operations.

### CODE OF ETHICS AND VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company has adopted a code of ethics and business conduct which lays down principles and standards that should govern the actions of the Company and employees. The Company has a vigil mechanism called "Whistle Blower Policy" with a view to provide a mechanism for employees of the Company to raise concerns of any violations of any legal or regulatory requirement, incorrect or misrepresentation of any financial statements and reports etc. The Company is committed to adhering to the highest standard of ethical, moral and legal conduct of business operations.

The Company has taken steps to establish Vigil Mechanism for Directors and Employees of the Company. The details of the Policy are posted on the website of the Company at <https://www.kokuyocamlin.com/policies>

### PREVENTION OF INSIDER TRADING:

The Company has also adopted a code of conduct for prevention of insider trading. All the Directors, Senior Management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under review, there has been due compliance with the said code of conduct for prevention of insider trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015.

### INSURANCE:

The Company's plant, property, equipments and stocks are adequately insured against major risks. The Company also has appropriate liability insurance covers particularly for product liability. The Company has also taken Directors' and Officers' Liability Policy to provide coverage against the liabilities arising on them.

## DIRECTORS' REPORT (CONTD.)

### RISK MANAGEMENT

The Company operates in a dynamic business scenario that gives rise to external and internal risk factors. It has in place an integrated risk management approach called the ERM framework for risk identification, assessment and reporting.

Your Company has constituted a Risk Management committee of the Board with delegated responsibilities in relation to risk management processes within the Company. The said committee is responsible for formulating a detailed risk management policy and its implementation, putting in place a system for monitoring and evaluation of associated risks etc. As required by the Risk Management policy, the Company initiates risk identification and control testing exercise to provide briefing and reporting to the Board through Risk Management Committee.

The Risk Management policy is implemented by various department heads who take the risk ownership and monitor the risks on a periodical basis. The ERM Framework enables achievement of strategic objectives by identifying, analysing, assessing, mitigating, monitoring and governing any risk or potential threat to these company objectives. Systematic and proactive identification of risks and mitigation thereof enables effective and quick decision making and boosts the performance of the organization. The ERM framework acts as a decision enabler which not only seeks to minimize the impact of risks but also enables effective resource allocation based on risk ranking and risk appetite. Strategic decisions are being taken after careful consideration of risks based on secondary risks and residual risks.

There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis Report which forms part of this Annual Report.

### DISCLOSURE ON CONFIRMATION ON THE SECRETARIAL STANDARDS:

Your directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India have been duly complied with.

### EXTRACT OF ANNUAL RETURN:

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and

Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company and can be accessed at <https://www.kokuyocamlin.com/policies>.

### PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) of Act read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members through electronic mode on the website of the Company at <https://www.kokuyocamlin.com/camel/>.

### BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)

Pursuant to regulation 34(2)(f) and other applicable provisions of the Listing Regulations, separate section on the Business Responsibility & Sustainability Report forms part of this report. Your Company is not falling under top 1000 listed entities based on the market capitalization as on 31<sup>st</sup> December, 2024.

### ACKNOWLEDGEMENT:

Your Directors express their gratitude to the members, bankers, customers, financial institutions and other business constituents for their continued faith, assistance and support extended to the Company. Your Directors also sincerely appreciate the high degree of professionalism, commitment and dedication displayed by employees at all levels, thereby contributing largely to the growth and success of the Company. Your Directors also wish to place on record their appreciation for the support and guidance provided by its parent Company Kokuyo Co., Ltd. Japan.

**For & on behalf of the Board**

**Dilip D. Dandekar**  
**Chairman & Non-Executive Director**

Place : Mumbai

Dated : 28<sup>th</sup> May, 2025



## ANNEXURE 'A' TO THE DIRECTORS' REPORT

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014]

#### A) CONSERVATION OF ENERGY

##### (a) Steps taken on conservation of energy and for utilizing alternate sources of energy:

- A 564 KWp solar power plant was installed and commissioned at the Patalganga facility, contributing approximately 25% of the plant's total energy consumption.
- During the financial year 2023–24, an additional 517 KWp solar power plant was installed at the Patalganga facility. This installation has led to a solar energy contribution of approximately 45–50% of the plant's total power consumption.
- A 500 KWp solar power plant has been installed at the Tarapur factory, contributing approximately 50% of the facility's total power requirements. In addition, a new 200 KWp solar power plant has recently been commissioned at the same location to further enhance renewable energy utilization. As part of ongoing energy conservation initiatives, a briquette-fired hot water generator has been introduced, replacing the existing electrical heating system. This transition has resulted in significant electricity savings.
- Diesel consumption of power generator is reduced due to the starting of express feeder power line at Patalganga plant.
- Across all factories, treated effluents from Effluent Treatment Plants (ETPs) are not discharged but are instead recycled and reused within the facilities. This practice has resulted in a water savings of approximately 20%. Additionally, the use of stored rainwater for gardening further contributes to reduced freshwater consumption. At the Patalganga plant, a rainwater storage pond with a capacity of 65,000 liters has been established to support these efforts.
- Turbo ventilators powered by wind have been installed on facility rooftops to enhance shop floor ventilation and reduce indoor heat levels, contributing to improved working conditions and energy efficiency.
- Natural lighting is utilized in manufacturing areas to minimize power consumption, complemented by the installation of energy-efficient LED lighting across all factory locations.
- Additionally, the adoption of electric injection moulding machines in place of traditional hydraulic machines has significantly reduced overall energy usage.

##### (b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy: NA

##### (c) Impact of the above matters:

As a result of measures taken in (a) enumerated above, there is a reduction in unit consumption which has helped in reducing the cost of production.

## ANNEXURE 'A' TO THE DIRECTORS' REPORT (CONTD.)

**B) TECHNOLOGY ABSORPTION:****Research and Development (R & D):**

1.	Specific areas in which R & D Carried out by the Company	:	New product development, process development.
2.	Benefits derived as a Result of the above R & D	:	Cost reduction, quality upgradation, development of new markets
3.	Future plan of action	:	Future plan of action envisages acceleration in the process of development already set in motion and undertaking further process development work for achieving cost reduction, and improvement in quality.
(₹ in Lakhs)			
4.	Expenditure on R&D		
a)	Capital	-	-
b)	Recurring	554.33	540.03
	Total	<b>554.33</b>	<b>540.03</b>
	Total R&D Expenditure as a Percentage of total turnover	0.73	0.66

**TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:**

1.	Efforts made towards Technology Absorption, Adaptation and Innovation	:	The Company's R&D Laboratory is recognized by the Department of Scientific and Industrial Research, Govt. of India, where continuous efforts are made to innovate new products and improve the quality of Art Material, Stationery and Adhesive products, manufactured / procured by the Company to make the manufacturing process safe, cost effective and environment friendly.
2.	Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	:	Technological innovations and improvements undertaken at the laboratory scale have been successfully absorbed at plant level. These efforts shall benefit the Company in increasing sales, reducing cost, improving quality and scale of the production and customer satisfaction.
3.	Technology Import	:	During the year, the company introduced an innovative whiteboard marker by importing and collaborating on marker design technologies. Looking ahead, the company plans to enhance its engineering and moulding technologies.

## ANNEXURE 'A' TO THE DIRECTORS' REPORT (CONTD.)

### C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

**Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:**

Major countries of export are SAARC, Middle East, Far East, Mauritius, Ghana, USA, Canada, Australia and Japan.

#### (b) Total Foreign Exchange used and earned:

	(₹ in Lakhs)	
	2024-2025	2023-2024
Foreign exchange used	5507.85	7410.46
Foreign exchange earned	2600.01	3750.80

**For & on behalf of the Board**

**Dilip D. Dandekar**  
Chairman & Non-Executive Director

Place : Mumbai

Dated : 28<sup>th</sup> May, 2025



## ANNEXURE 'B' TO THE DIRECTORS' REPORT

### DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Designation	Ratio to median remuneration
Mr. Dilip Dandekar	Chairman and Non-Executive Director	3.94
Mr. Shriram Dandekar	Vice-Chairman and Executive Director	50.16*
Mr. Takeo Iguchi	Executive Director	27.02
Mr. Satish Veerappa	Managing Director	81.19

- The median remuneration of employees of the Company was ₹ 317631/-
- Sitting Fees paid to the Directors have not been considered as remuneration.

\* Mr. Shriram Dandekar ceased to be an Executive Director of the Company with effect from 31<sup>st</sup> March, 2025. Hence, his full & final settlement has taken effect of addition to his remuneration over and above his approved remuneration during the year.

2. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Name of the Director/KMP	Designation	% increase in remuneration
Mr. Dilip Dandekar	Chairman and Non-Executive Director	30.38%
Mr. Shriram Dandekar*	Vice Chairman and Executive Director	18%
Mr. Takeo Iguchi**	Executive Director	653%
Mr. Satish Veerappa***	Managing Director	-
Mr. Nilesh Kumar Choudhary^	Chief Financial Officer	-
Mr. Vipul Bhoy^^	Company Secretary & Compliance Officer	39%

\* Mr. Shriram Dandekar ceased to be an executive Director of the Company with effect from 31<sup>st</sup> March, 2025. Hence, his full & final settlement has taken effect of addition to his remuneration over and above his approved remuneration during the year.

\*\*Takeo Iguchi was appointed as an Executive Director with effect from 1<sup>st</sup> February 2024

\*\*\*Mr. Satish Veerappa was appointed as a Managing Director with effect from 1 April 2024.

^Mr. Nilesh Kumar Choudhary was appointed as Chief Financial Officer with effect from 8<sup>th</sup> July 2024.

^^Mr. Vipul Bhoy was appointed as a Company Secretary & Compliance Officer with effect from 1<sup>st</sup> August 2023.

3. The percentage increase in the median remuneration of employees in the financial year: 3.06%
4. The number of permanent employees on the rolls of company: 1165
5. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average increase in remuneration is 4.28% for Employees other than Managerial Personnel and 18.28% for Managerial Personnel (considering the full & final settlement of one of the Executive Directors during the year under review).

## ANNEXURE 'B' TO THE DIRECTORS' REPORT (CONTD.)

6. Affirmation that the remuneration is as per the remuneration policy of the Company.

The Company affirms remuneration is as per the remuneration policy of the Company.

Note: The calculation made in this annexure is based on the actual remuneration paid during the financial year 2024-25.

**For & on behalf of the Board**

**Dilip D. Dandekar**  
**Chairman & Non-Executive Director**

Place : Mumbai

Dated : 28<sup>th</sup> May, 2025

# ANNEXURE 'C' TO THE DIRECTORS' REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

### 1. Brief outline of the CSR Policy of the Company.

The Company proposes to undertake the relevant activities on priority basis in the following focused areas:

- Promoting health care including preventive health care and sanitation including undertaking of activities related to the Government's Swachh Bharat Abhiyaan programs & contribution to the Swachh Bharat Kosh set-up by the Central Government for promotion of sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled, and livelihood enhancement projects;
- Protection of national heritage, art and culture including restoration of buildings and sights of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- Contribution to the Prime Minister's National Relief Fund or any other Fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Rural development projects;
- Disaster management including relief, rehabilitation and reconstruction activities.

### 2. Composition of CSR Committee:

Sr. No.	NAME	POSITION	Number of meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1	Mr. Shriram S. Dandekar Vice Chairman & Non-Executive Director	Chairman	1	1
2	Mr. Takeo Iguchi, Executive Director	Member	1	1
3	Mr. Naganath Subramanian Iyer, Independent Director	Member	1	1
4	Ms. Naho Shigeta Independent Director	Member	1	1

### 3. Overview and web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.kokuyocamlin.com/policies>

CSR activities as approved by the Board and implemented by the Company during the financial year are as follows:

#### Contribution to project Nanhi Kali:

Project Nanhi Kali is jointly managed by K.C. Mahindra Education trust and Naandi Foundation to support education of underprivileged girls enrolled in government schools. They provide academic support and access to adaptive learning software via digital tablets, Sports curriculum, school supplies kit etc. The Company through its contribution to project Nanhi Kali had supported 108 Nanhi Kalis from the location around Mumbai, Maharashtra.

#### Mini Science Centre for schools

The Company had set up a Mini Science Centres for 9 schools in India (Maharashtra & Jammu) through stem learning private limited. Mini Science Centre helps in teaching science and maths to school children in a simpler way. It is innovative and interactive with a hands-on approach to facilitate the learning process.



## ANNEXURE 'C' TO THE DIRECTORS' REPORT (CONTD.)

### Installation of RO water plant

The Company has arranged installation of RO water plant for making safe drinking water available to the students at Shriman Bajirao Peshwa Sainik School, Solapur under its CSR activities during the year.

### Contribution to Prime Minister's Swacch Bharat Kosh

The Company has made contribution to Prime Minister's Swacch Bharat Abhiyan by contributing in Swacch Bharat Kosh which is set up with an objective of clean India.

4. **Executive summary of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):** Not Applicable
5. (a) **Average net profit of the company as per section 135(5):** ₹ 2780.04 lakhs  
 (b) **Two percent of average net profit of the company as per section 135(5):** ₹ 55.60 lakhs  
 (c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil  
 (d) **Amount required to be set off for the financial year, if any:** Nil  
 (e) **Total CSR obligation for the financial year:** ₹ 55.60 lakhs
6. (a) **Details of CSR amount spend against ongoing projects for the financial year:** Nil  
 (b) **Details of CSR amount spent against other than ongoing projects for the financial year:** ₹ 55.60 lakhs  
 (c) **Amount spent in Administrative Overheads:** Nil  
 (d) **Amount spent on Impact Assessment, if applicable:** Not Applicable  
 (e) **Total amount spent for the Financial Year:** ₹ 55.60 lakhs  
 (f) **CSR amount spent or unspent for the financial year:**

Total amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
55.60 Lakhs			Nil		

- (g) **Excess amount for set off, if any:** Nil
7. (a) **Details of Unspent CSR amount for the preceding three financial years:** Nil
8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No  
**If Yes, enter the number of Capital assets created/ acquired:** Not Applicable
9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):**  
 Not Applicable.

**Satish Veerappa**  
Managing Director

**Shriram Dandekar**  
Chairman – CSR Committee

Place : Mumbai  
Dated : 28<sup>th</sup> May, 2025

# ANNEXURE 'D' TO THE DIRECTORS' REPORT

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

The Members,  
Kokuyo Camlin Limited  
Hilton House, Central Road  
MIDC, Andheri (East),  
Mumbai- 400 093

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kokuyo Camlin Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996, the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during audit period);**
- d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during audit period);**
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable to the Company during the audit period);**
- f. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during audit period);**
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during audit period);**
- h. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

There are no laws which specifically apply to the type of activities undertaken by the Company.

We have also examined compliance with the applicable clauses of the following:-

## ANNEXURE 'D' TO THE DIRECTORS' REPORT (CONTD.)

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, etc. mentioned above.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice of at least 7 days was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally 7 days in advance. The Company has system in place for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For JHR & Associates  
Company Secretaries

J. H. Ranade  
Partner

FCS- 4317, CP- 2520  
PR Certificate No.-6285/2024

Place : Thane

Date : 28<sup>th</sup> May, 2025

UDIN : F004317G000436474

The Members,  
Kokuyo Camlin Limited  
Hilton House, Central Road  
MIDC, Andheri (East),  
Mumbai- 400 093

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For JHR & Associates  
Company Secretaries

J. H. Ranade  
Partner

FCS- 4317, CP- 2520

Place : Thane

Date : 28<sup>th</sup> May, 2025

# MANAGEMENT DISCUSSION AND ANALYSIS

## GLOBAL ECONOMY

The global economy grew by 3.30% in 2024, showing moderate strength amid ongoing global headwinds. Recovery was uneven, yet several economies held firm, aided by robust domestic demand, falling inflation, and adaptive policy responses.

Advanced economies expanded by 1.80% in 2024, driven by improving labor markets and a slow transition towards easier monetary policies. The US exceeded expectations with strong consumer spending and investment. In contrast, growth in Europe remained subdued due to weak industrial output and tighter credit conditions. Japan and the UK recorded marginal gains as fragile external demand and cautious consumption slowed progress.

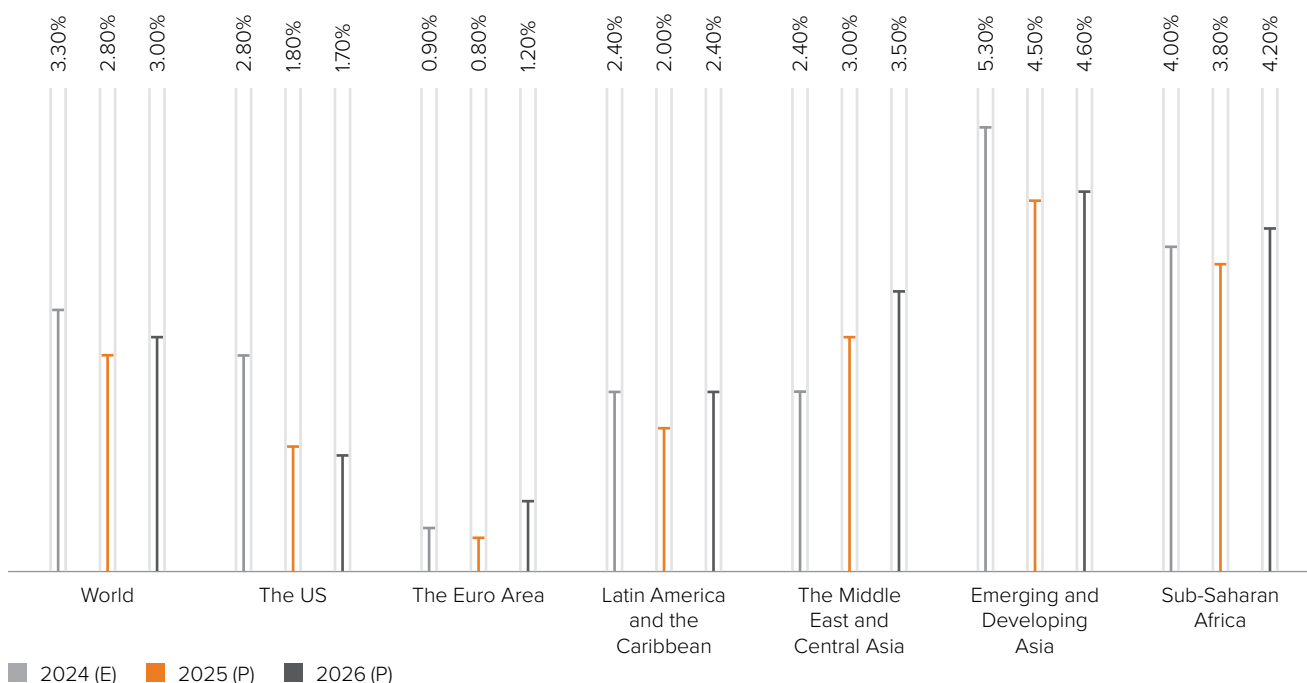
Emerging markets and developing economies led global expansion with a 4.20% rise in 2024. India stood out, recording substantial 6.80% growth on the back of strong consumption, public investment, and a growing digital and green economy. China's recovery continued, though at a slower pace, as it shifted focus towards high-tech manufacturing and clean

energy. On the trade front, the global volume of goods and services grew by 2.30%, showing a gradual yet incomplete recovery. Additionally, supply chains continued to evolve, influenced by shifting trade policies.

One of these shifts is the imposition of new tariffs by the US on select strategic imports, prompting swift and forceful retaliatory responses by major trading partners. This culminated in the implementation of near-universal tariffs on 2<sup>nd</sup> April, 2025. As a result, effective tariff rates have surged to levels unseen in over a century, delivering a sharp and damaging shock to global economic momentum.

Monetary authorities continued to focus on stabilizing inflation, even as softer price pressures allowed room for more balanced policy moves. Governments worldwide are channeling funds into productivity drivers like infrastructure, digital ecosystems, and human capital. These investments are strengthening the base for long-term growth. Despite external uncertainties, the global economy is showing signs of structural adaptation and endurance.

### Real GDP Growth (in %)



\*Note: E - Estimated, P - Projected



## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### OUTLOOK

Global growth is anticipated to moderate to 2.80% in 2025, as the lingering effects of previous monetary tightening, geopolitical tensions, and uneven external demand continue to unfold. Advanced economies are projected to expand at 1.40%, while emerging and developing markets are likely to grow by 3.70%. India is set to remain a key growth driver, with expected growth at 6.50%, underpinned by ongoing reforms and domestic consumption.

China's growth is anticipated to be 4.00%, driven by its ongoing economic rebalancing. Global trade is facing significant structural shifts. However, a renewed emphasis on innovation, sustainability, and regional cooperation is expected to support medium-term stability. The year ahead will present a crucial test of the world's capacity to navigate structural transitions, from digitalization and decarbonization to new trade dynamics. Nevertheless, growing policy flexibility, investments in future-ready sectors, and the emergence of new growth engines point to a more balanced and adaptive global economic path ahead.

### INDIAN ECONOMY

India remains among the fastest-growing major economies in 2024-25, with real GDP projected to rise by 6.50% in 2024-25. This expansion is powered by solid domestic demand, a thriving services sector, and a broad-based manufacturing revival. Additionally, government measures like the Production-Linked Incentive (PLI) scheme and Atmanirbhar Bharat have provided a strong policy push for domestic value addition, particularly across sectors such as pharmaceuticals, engineering, and select high-tech industries.

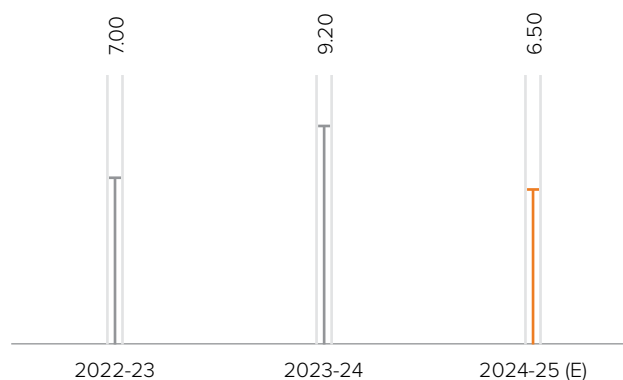
Agriculture has offered steady support to the economy, aided by favorable monsoons, wider irrigation coverage, and improved procurement policies. The services sector continues to lead growth, driven by transportation, communication, finance, and hospitality segments. At the same time, rural demand has picked up again, supported by stable inflation, higher agricultural incomes, and targeted welfare spending.

Industrial activity remains strong, with the manufacturing index rising 5.60% and core sectors like steel, cement, and electricity growing by 7.30% in 2023-24. Exports climbed 4.80% to USD 458 billion. However, the trade deficit widened to USD 195 billion due to sustained energy imports and global headwinds, including selective tariffs from the US.

Even against this backdrop, India remains well-positioned in the evolving global supply chain. Competitive tariff structures and improving logistics continue to enhance its appeal as an alternative production base. Also, the nation's proactive participation in the China+1 diversification strategy has encouraged steady foreign direct investment, particularly in value-oriented manufacturing.

As of March 2025, the Indian Rupee had depreciated 3.70% against the US Dollar, shaped by global monetary dynamics and capital flow shifts. Still, foreign institutional investments turned net positive, with inflows of USD 6.1 billion in March 2025. This development reflects renewed investor confidence. Moreover, digital infrastructure continues to transform the financial ecosystem, with record UPI volumes marking an improvement in financial inclusion and transaction efficiency.

### Indian Economy Real GDP Growth Rate (in %)



\*Note: E - Estimated

### OUTLOOK

India continues to progress on a strong economic path, propelled by domestic demand and infrastructure expansion. Industrial revival, a stable agricultural base, and a growing manufacturing ecosystem support this momentum. Export-led services further strengthen the country's position in global value chains. Rapid urbanization, a young workforce, and rising incomes provide additional thrust. Furthermore, automation, green tech, fiscal discipline, and investments continue to reinforce the economy's underlying strength.

While US tariffs pose headwinds, India remains well-placed to capitalize on global shifts. Strategic alliances, combined with a more favorable tariff structure than competitors like China,

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

are expected to attract greater foreign investment. These factors will also boost domestic manufacturing.

India's ongoing structural reforms and modernization continue to lay the groundwork for long-term progress. Fiscal discipline, an expanding domestic market, and rising competitiveness further strengthen this foundation. In parallel, a focus on creating a business-friendly environment and strategic policy responses to global challenges position the country to take on a leading role in the world economy. Additionally, its supply chain advantage and evolving consumer ecosystem provide momentum for sustainable and inclusive growth in the years ahead.

### GLOBAL STATIONERY INDUSTRY OVERVIEW

The global stationery products market was valued at USD 158.39 billion in 2024 and is projected to reach USD 238.46 billion by 2032, recording a compound annual growth rate (CAGR) of 5.32% over the forecast period. This growth reflects the consistent demand for stationery items across residential and commercial applications, supported by macroeconomic trends such as rising literacy levels, expanding office infrastructure, and urbanization.

Stationery products like notebooks, pens, tapes, notepads, scissors, and drawing materials remain essential across households, schools, and offices. In 2024, the residential segment led the global market, driven by a growing number of households and frequent use of essential stationery. Commercial demand also remains strong, supported by offices and educational institutions with sustained demand for paper products, writing instruments, and related supplies. From 2025 to 2032, the commercial segment is expected to clock in a CAGR of 5.17%.

Regionally, Asia Pacific held the largest share of the global market in 2024 at 37.0%. It is likely to retain this lead through 2032, driven by a rising working population and expanding educational infrastructure in India, China, and Japan.

North America and Europe also remain key markets, buoyed by steady institutional demand and a growing preference for creative and sustainable stationery options. Notably, Europe is witnessing rising interest in eco-friendly stationery, especially in Germany and France.

### INDIAN STATIONERY INDUSTRY OVERVIEW

India's stationery market, valued at around Rs. 30,000 crores in 2024-25, remains dynamic and fast-evolving. It is expected to register a CAGR of 8-10% over the next five years. The sector plays a vital role in supporting India's vast educational network, growing corporate ecosystem, and expanding creative community. With over 330 million students and a rapidly formalizing workforce, demand continues to rise for both traditional and modern stationery.

The industry spans a wide range of categories, including paper-based products, writing instruments, office supplies, art-and-craft materials, and digital stationery. This diversity enables it to cater to the varied needs of schools, colleges, coaching institutes, corporate offices, artists, and individual consumers. Moreover, the rise of online retail, changing work and learning models, and shifting consumer preferences have added new dimensions to the industry's growth path.

### INDIAN PAPER STATIONERY MARKET

Paper-based stationery forms the industry's largest segment, holding an estimated value of Rs. 10,000 crores in 2024-25, accounting for around 35% of the total market. This category includes products such as notebooks, registers, diaries, and copier paper, which are essential for both educational institutions and workplaces.

Demand is largely fueled by India's vast student population and the continued relevance of printed materials in everyday academic activities. Office use also remains steady, particularly in administrative and documentation-heavy roles. Despite increasing digitization, the tactile reliability and affordability of paper-based products keep them essential across sectors.

### INDIAN STATIONERY NON-PAPER MARKET

Besides paper-based products, the Indian stationery market comprises a wide range of essential non-paper items used in education, corporates, and creative spaces. These include writing instruments, office supplies, art materials, and emerging digital tools. The segment continues to grow, with evolving consumer preferences, new workplace models, and rising interest in hobbies and design-driven tools.

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### Writing Instruments

Writing instruments remain a core component of the stationery ecosystem, widely used by students and professionals. The segment, valued at Rs. 8,000 crores, representing 28% of the market, includes pens, pencils, markers, and highlighters. Increased preference for quality, ergonomic design, and varied price points keep this category relevant for both everyday users and premium buyers.

### Office Supplies

Office supplies make up about 17% of the stationery market, amounting to Rs. 5,100 crores. This segment includes functional items such as staplers, adhesive tapes, files, folders, and desk organizers. Additionally, the increasing emphasis on workspace organization, especially in hybrid work settings, is boosting demand for these products.

### Art and Craft Materials

Art and craft supplies are gaining popularity, particularly among students, hobbyists, and creative professionals. Valued at Rs. 4,000 crores and comprising 13% of the market, this category includes paints, brushes, sketchbooks, and DIY supplies. Its projected CAGR of 12% reflects rising interest in artistic hobbies, school-level art education, and digital content creation.

### Digital Stationery

Digital stationery is the fastest-growing segment, with a current value of Rs. 3,000 crores and a 7% market share. Tools such as e-writing tablets, styluses, and smart notebooks are becoming more mainstream, particularly among students and professionals embracing remote learning or hybrid work environments. With a CAGR of 15–20%, this segment represents a key future opportunity.

### OUTLOOK

The Indian stationery industry is well-positioned for sustained growth, supported by educational reforms, digital transformation, and evolving consumer needs. With increasing awareness around sustainability, there is notable interest in eco-friendly and recyclable products. Additionally, demand for personalised and premium stationery is rising, especially among younger consumers and urban professionals.

Export potential is also expanding, as Indian manufacturers tap global markets through online platforms and distribution

partnerships. Moving forward, targeted product innovation, strategic collaborations with institutions, and a stronger e-commerce footprint will be key to achieving market leadership.

### Government Initiatives Supporting the Industry

Government policies and reforms are playing an increasingly supportive role in shaping the future of the stationery sector. Some of these initiatives are listed below:

- **Union Budget 2025-26:** Raised allocation to the Ministry of Education by 6.22%, boosting educational infrastructure and student enrollment. This directly increases demand for stationery.
- **Make in India:** Promotes local manufacturing and drives self-reliance among stationery producers.
- **National Education Policy (NEP) 2020:** Promotes holistic education, higher enrollment, and learning infrastructure, all of which raise stationery demand.
- **Digital India Mission:** Supports adoption of digital tools in education and administration, thereby fostering growth of digital stationery.
- **MSME Support Schemes:** Offers financial and operational support to small and mid-sized stationery manufacturers under various government schemes.

### EMERGING INDUSTRY TRENDS

Trends	Description
Sustainability	Eco-friendly, recycled, and biodegradable products gaining strong consumer demand
Personalization and Premiumization	Customised and premium stationery items becoming increasingly desirable
E-commerce and D2C Shift	Online platforms enabling broader reach and better consumer engagement
Rise of the Creative Economy	Artistic and creative tools witnessing higher spend among hobbyists and professionals
Institutional Collaborations	Strategic partnerships with schools, colleges, and corporates for bulk stationery

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### COMPANY OVERVIEW

Kokuyo Camlin Limited (also referred to as 'Kokuyo Camlin' or 'the Company') specializes in the manufacturing, production, and marketing of high-quality stationery instruments and art supplies. With a strong foundation in India and a growing presence in global markets, the Company serves the evolving needs of students, professionals, and creative communities.

A significant transformation took place in 2011 when Kokuyo S&T partnered with Camlin. This strategic alliance brought together Camlin's iconic Indian legacy with Kokuyo's global scale and capabilities, enabling the Company to enhance design, accelerate innovation, and strengthen distribution across multiple channels.

Kokuyo Camlin offers a wide range of SKUs, spanning from everyday writing essentials to premium art materials. Its flagship brands, Camlin and Camel, form the core of this diverse portfolio. A robust network of around 2600 distributors supports its presence across India, with operations extending to over 20 countries.

Supported by advanced manufacturing facilities located in Patalganga, Tarapur, and Jammu, the Company ensures agile and efficient production to meet dynamic market demands. Through continuous investment in product development, operational excellence, and digital engagement, Kokuyo Camlin remains committed to delivering greater value to customers while reinforcing its leadership in the stationery and art materials industry.

#### Range of Products and Brands

Kokuyo Camlin Limited offers a diverse range of products under its flagship brands, Camel and Camlin, designed to support creativity, learning, and everyday tasks:

- **Camel:** This brand features a comprehensive portfolio of art supplies, including watercolors, oil colors, acrylic colors, brushes, drawing materials, mediums, canvases, and painting kits. These products are crafted to inspire creativity across various age groups.

- **Camlin:** Under this brand, the Company provides an array of stationery items such as writing instruments, geometry boxes, and office supplies. These offerings cater to students, hobbyists, and professionals, ensuring reliability and quality for daily use.

Through these brands, Kokuyo Camlin remains committed to delivering high-quality, dependable products that add value across every stage of life.

#### Highlights of 2024-25

In 2024-25, Kokuyo Camlin launched a series of new products tailored for both student and adult users in the fine art and hobby segments. Notable additions included the Camel Art Studio, Camel Colorpad, Grip Pro mechanical pencil, cartridge whiteboard marker, and a range of specialized art supplies such as acrylic markers, premium sketchbooks, and Gouache colors.

To enhance brand visibility among younger audiences, the Company ran an eight-week multimedia campaign titled Camel ki Colourful Duniya, which aired across children's television channels and YouTube, receiving a strong positive response.

Demonstrating its ongoing commitment to arts and creative development, Kokuyo Camlin organized the Camel Art Foundation workshop at Hampi. This three-day immersive event brought together shortlisted fine art students from southern India and featured masterclasses conducted by renowned art instructors. The initiative culminated in a week-long exhibition at Jehangir Art Gallery in January 2025.

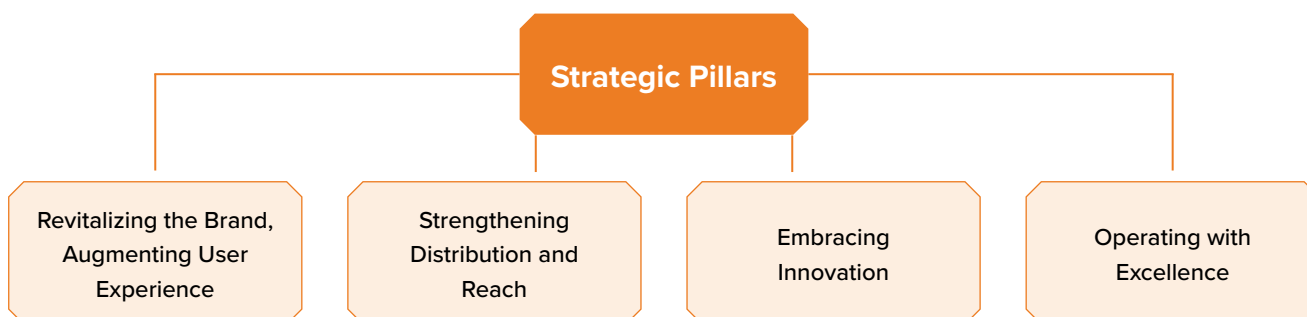
The annual Camel Art Contest continued to garner enthusiastic participation, with over 1600 schools taking part nationwide. Students from multiple levels competed, with top entries recognised at national-level selections.

These initiatives reflect the Company's sustained focus on product innovation and community engagement, strengthening its connection with consumers and promoting creativity and self-expression across age groups.



## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

### CAMLIN'S STRATEGIC PRIORITIES



### FINANCIAL PERFORMANCE

(Rs. in lakhs)

Particulars	2024-25	2023-24	Y-o-Y
Revenue from Operations	76,252.88	81,589.33	(6.54%)
Other Income	74.86	567.59	(86.81%)
Cost of Material	30,679.58	32,270.68	(4.93%)
Employee Benefit Expenses	9,846.89	9,448.10	4.22%
Other Expenses	13,916.18	15,127.99	(8.01%)
EBITDA	3,165.19	6,671.45	(52.56%)
Finance Cost	461.08	422.03	9.25%
Depreciation and Amortization Expenses	2,120.81	1,866.22	13.64%
Tax Expense			
(a) Current Tax	348.27	1,500.60	(76.79%)
(b) Deferred Tax	(56.75)	54.43	(204.26%)
PAT	583.30	4,383.20	(86.69%)

Particulars	2024-25	2023-24
Debtors Turnover Ratio	9.58	10.42
Inventory Turnover Ratio	2.88	2.82
Current Ratio	1.97	1.77
Debt-to-Equity Ratio	0.14	0.22
Operating Profit Margin (%)	4.15	8.18
Revenue Growth (%)	(6.54)	5.28
Return on Net Worth	1.95	15.68

### RISK MANAGEMENT

Key Risk	Description	Mitigation Measures	Severity
Shift in Consumer Preferences	The growing adoption of digital tools and changing lifestyle patterns may reduce the usage of traditional stationery and art materials.	<ul style="list-style-type: none"> <li>Diversifying portfolio with digital and hybrid stationery offerings</li> <li>Enhancing engagement with younger audiences through targeted campaigns</li> </ul>	Medium
Raw Material Cost Fluctuation	Volatility in global supply chains and inflationary pressures may lead to cost escalation of key raw materials, impacting profitability.	<ul style="list-style-type: none"> <li>Ensuring strategic sourcing and inventory planning</li> <li>Focusing more on localization and import substitution to help manage input cost variations</li> </ul>	High

## MANAGEMENT DISCUSSION AND ANALYSIS (Contd.)

Key Risk	Description	Mitigation Measures	Severity
Demand Seasonality	The Company's sales cycles are significantly influenced by the academic calendar and festival periods, which leads to seasonal business volatility.	<ul style="list-style-type: none"> <li>Expanding into hobby and fine art segments</li> <li>Targeting broader user groups beyond students to balance season-dependent sales trends</li> </ul>	Medium
Brand Relevance	In a competitive market, maintaining relevance among younger and digital-native consumers is critical to sustaining long-term brand loyalty.	<ul style="list-style-type: none"> <li>Investing continuously in brand-building</li> <li>Reinforcing brand positioning through campaigns like 'Camel Ki Colourful Duniya'</li> <li>Launching new products to strengthen brand positioning</li> </ul>	Medium
Regulatory and Policy	Changes in education policies, import and export regulations, and environmental norms may affect product standards and business operations.	<ul style="list-style-type: none"> <li>Remaining aligned with regulatory shifts through proactive compliance</li> <li>Aligning with government schemes promoting domestic manufacturing and education outreach</li> </ul>	Low

**INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company had laid down internal control system to be followed by the Company and that such internal controls were intended to be adequate and operating effectively.

During the year under review, certain instances of deviation from these controls, with apparent mala fide intent by certain employees, were observed. The Company has taken due cognizance of the observations made by the Auditors in this regard. Corrective actions have already been initiated. Further measures, including targeted personnel training and process enhancements, are underway to reinforce the internal control framework. The Company is committed to ensuring the establishment of robust and effective internal control systems.

**HUMAN RESOURCES**

During 2024-25, the Company focused on enhancing workforce capabilities through strategic training, employee engagement, and inclusive practices. Structured learning modules were implemented across the organization to strengthen functional expertise and leadership skills, targeting both emerging talent and senior management.

The Company remained committed to fostering a safe and respectful workplace. To reinforce ethical standards, awareness programs were conducted on the Code of

Conduct and the Prevention of Sexual Harassment at the Workplace (POSH). Efforts to advance diversity, equity, and inclusion continued through sensitization sessions and dialogue-based initiatives.

A variety of employee engagement activities and recognition platforms contributed to building a culture of appreciation and collaboration. Additionally, health and safety awareness remained a key priority, with targeted initiatives aimed at reinforcing safety leadership in alignment with the Company's ESG objectives. As of March 31, 2025, the Company employed approximately 1,165 individuals across its operations.

**CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations may constitute 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied due to a variety of factors. These include, but are not limited to, changes in the economic environment, fluctuations in market demand and pricing, raw material availability, regulatory changes, tax policies, and other unforeseen variables that could affect the Company's performance. The Company assumes no obligation to publicly revise any such statements to reflect subsequent events or circumstances.

# CORPORATE GOVERNANCE REPORT

Your Director's present the Company's report on Corporate Governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the year ended 31<sup>st</sup> March, 2025.

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company believes that Corporate Governance is a prerequisite for attaining sustainable growth in this competitive world. Transparency and accountability are the two basic tenets of Corporate Governance. It involves a set of relationships between the Company's Management, its Board, Shareholders and Stakeholders. It is one of the key elements in improving the economic efficiency of the enterprise. Credibility generated by sound Corporate Governance enables an enterprise in enhancing the confidence of the investors – both domestic and foreign, and in establishing productive and lasting business relationships with all stakeholders.

It is your Company's unending mission to regularly nurture and develop steadfast professionalism, astute accountability, and increased disclosures by taking all steps necessary towards superior growth in its value for its stakeholders. The Board of Directors ('The Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short term and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed, and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

## 2. BOARD OF DIRECTORS:

At Kokuyo Camlin, the Board is at the core of the Corporate Governance practice. Your Company has an optimum mix of eminent personalities on the Board with members from diverse experience and expertise.

The composition of the Board as on 31<sup>st</sup> March, 2025 is in conformity with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 (the Act). The Board is chaired by Non-Executive Promoter Chairman and has an optimum combination of Executive, Non-Executive and Independent Directors.

None of the Non-Executive Directors have any material pecuniary relationships or transactions with the Company.

The Board, based on the declaration received from the Independent Directors, confirms that in their opinion, the independent directors fulfill the conditions specified in the Act and the Listing Regulations and are independent of the management.

The Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Act read with rules issued there under and the same is available on the website of the Company at the following link: <https://www.kokuyocamlin.com/policies>.

## CORPORATE GOVERNANCE REPORT (CONTD.)

**DIRECTORS' ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/COMMITTEE MEMBERSHIPS:**

As mandated by Listing Regulations, none of the Directors is a member of more than ten Board level Committees or Chairman of more than five Committees across companies in which he/she is Director. Relevant details of the Board as on 31<sup>st</sup> March, 2025 are given as follows:

Name, Designation & DIN of Directors	Category	No. of Board Meetings Attended	No. of Directorships held in other Companies	Name of the Listed Entity in which Directorship held and Category of Director	Attendance at last AGM	No. of Committee positions held in other Companies#	
						Chairman of Committee	Member of Committee
Mr. Dilip D. Dandekar Chairman & Non-Executive Director (00846901)	NED(P)	5	7	Nil	Yes	Nil	Nil
Mr. Masaharu Inoue Sr. Vice Chairman & Non-Executive Director (10154904)	NED	5	Nil	Nil	Yes	Nil	Nil
Mr. Shriram S. Dandekar Vice Chairman & Executive Director (01056318)	ED(P)	5	1	Nil	Yes	Nil	Nil
Mr. Satish Veerappa Managing Director (00507955)	MD	5	Nil	Nil	Yes	Nil	Nil
Mr. Takeo Iguchi Executive Director (03599826)	ED	5	1	Nil	Yes	Nil	Nil
Ms. Nandini Chopra Non-Executive Independent Director (07891312)	NED (I)	5	Nil	Nil	Yes	Nil	Nil
Ms. Naho Shigeta Non-Executive Independent Director (02014640)	NED (I)	5	5	Nil	Yes	Nil	Nil
Mr. Nilesh Modi Non-Executive Independent Director (07365188)	NED (I)	4	1	Nil	Yes	Nil	Nil
Mr. Naganath Subramanian Iyer Non-Executive Independent Director (10482193)	NED (I)	5	Nil	Nil	Yes	Nil	Nil
Mr. Tomoya Okada Non-Executive Independent Director (03434839)	NED (I)	5	Nil	Nil	Yes	Nil	Nil

#excludes Committees other than Audit Committee and Stakeholders Relationship Committee.

ED – Executive Director / ED (P) – Executive Director (Promoter) / NED – Non-Executive Director / NED (P) - Non-Executive Director (Promoter) / MD – Managing Director / NED (I) – Non-Executive Director (Independent).

The Non-Executive / Independent Directors do not hold any shares in the Company as on 31<sup>st</sup> March, 2025 except Mr. Dilip D. Dandekar who holds 2,00,000 Equity shares of the Company.



## CORPORATE GOVERNANCE REPORT (CONTD.)

**List of core skills/expertise/competencies identified by the Board as required in the context of the Company's business and sector for it to function effectively and those available with the Board.**

The following skills and competencies are identified for the Company's business:

Sr. No	Areas of Core Skills/Expertise/Competence
1	Business Development
2	General Management/ Governance
3	Financial Skills
4	Sales and Marketing
5	Information Technology
6	Technical and professional skills including legal and regulatory aspects

The above-mentioned skills are also available with the Company's Board. Details of the directors who have such skills / expertise / competence are as under:

Name of the Director	Skills / Expertise / Competence
Mr. Dilip Dandekar	Wide experience in the field of Marketing, Administration and overall Management of the Company.
Mr. Masaharu Inoue	Vast experience in the field of sales, planning, M & A and Management.
Mr. Shriram Dandekar	Wide experience in the field of Business Expansion, Diversification, Research and Development, Product Development, Business Planning and Marketing.
Mr. Satish Veerappa	wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development.
Mr. Takeo Iguchi	Broad experience in the field of production, planning and control in the stationery business.
Ms. Nandini Chopra	Extensive experience in financial advisory especially to the consumer and retail sector in India, mergers and acquisitions, sales and divestitures, JV advisory, private equity raises, IPOs, debt syndication and valuations.

Name of the Director	Skills / Expertise / Competence
Ms. Naho Shigeta	Vast experience in the field of business development.
Mr. Nilesh R. Modi	Wide experience as practicing advocate in real estate, testamentary, arbitrations, mediations and civil litigation matters in all tribunals and Courts in India including Supreme Court.
Mr. Naganath Subramanian Iyer	Broad experience in the areas of Human Resources, Industrial Relations, Employee Relations and Labour Laws.
Mr. Tomoya Okada	Vast experience in the areas of Merger and Acquisition advisory.

### NUMBER OF BOARD MEETINGS:

During the financial year 2024-2025, 5(Five) meetings of the Board were held, details of which are given below and the maximum gap between two meetings did not exceed one hundred and twenty days:

Sr. No.	Date of Meeting	Board Strength	No. of Directors present
1	15.05.2024	10	10
2	06.08.2024	10	10
3	14.11.2024	10	9
4	13.12.2024	10	10
5	12.02.2025	10	10

### CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board members and Senior Managerial personnel of the Company. The Code of Conduct is available on the website of the Company at <https://www.kokuyocamlin.com/code-of-conduct>. All the Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to that effect signed by the Managing Director has been obtained.

### INDUCTION AND FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS:

The Company organizes induction programmes for new Directors and an ongoing familiarization programmes for Independent Directors with respect to the business/

## CORPORATE GOVERNANCE REPORT (CONTD.)

working of the Company. On appointment of a Director, the concerned Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, roles, rights and responsibilities. A visit to the Company plant was arranged for the Directors to get familiarized with factory operations.

As an ongoing process, the Board is updated on a quarterly basis on overall economic trends, business performance and the initiatives taken/ proposed to be taken to bring about an overall improvement in the performance of the Company. Further, training is conducted and presentations are given to the Directors, updating them with statutory changes and compliances applicable to the Company.

The details of the familiarization program can be accessed from the website at <https://www.kokuyocamlin.com/policies>.

### 3. COMMITTEES OF THE BOARD:

The committees constituted by the Board play an important role in the governance structure of the Company. The committees are in line with the Listing Regulations and the Act. The minutes of the Committee meetings are tabled at the Board meetings and the chairperson of each Committee briefs the members about the important deliberations and discussion.

The Minutes of the meetings of the Board and other committees are captured in accordance with the provisions of the Act.

#### COMPOSITION OF COMMITTEES OF BOARD AND THEIR ATTENDANCE AT THE MEETINGS:

The Company has the following Board Level Committees:

- A) Audit Committee
- B) Remuneration and Nomination Committee
- C) Stakeholders Relationship Committee
- D) Corporate Social Responsibility Committee
- E) Risk Management Committee

Various Committees of the Board have been constituted to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their respective terms of reference. The Board's Committees are as follows:

#### A. AUDIT COMMITTEE

The Audit Committee has played an important role in ensuring the financial integrity of the Company. The Audit Committee's role includes the financial reporting process, Audit process, Related Party Transactions and other applicable laws. The composition of the Audit Committee is in line with the provisions of Section 177 of the Act and Listing Regulations. Further the Committee invites the Chairman and Vice Chairman of the Board, Whole time Directors, Chief Financial Officer, Statutory and Internal Auditor to attend the Audit Committee meetings. Minutes of the Audit Committee meetings are placed in the next meeting of the Board.

The composition of the Audit Committee along with the details of the meetings held and attended during the financial year ended on 31<sup>st</sup> March, 2025, are given below.

##### Meetings, Members and Attendance:

During the financial year 2024-25, the Audit Committee held 4 (four) meetings on 15<sup>th</sup> May, 2024, 6<sup>th</sup> August, 2024, 14<sup>th</sup> November, 2024 and 12<sup>th</sup> February, 2025. The time gap between any two meetings was less than one hundred twenty days. The details of attendance of Audit Committee meetings are as under:

Name of the Member	Category	Status	No of Meetings	
			Held#	Attended
Ms. Nandini Chopra	NED(I)	Chairperson	4	4
Mr. Nilesh Modi	NED(I)	Member	4	3
Mr. Tomoya Okada	NED(I)	Member	4	4
Mr. Satish Veerappa	MD	Member	4	4

# Number of meetings held during the tenure of respective members of the Committee.

The Composition of the Audit Committee is in compliance with the requirements as prescribed under the Act and Listing Regulations. Members of the Audit Committee have accounting and financial management expertise. The Chairperson of the Audit Committee attended the AGM held on 6<sup>th</sup> August, 2024 to answer the shareholders' queries.

The role of Audit Committee, the powers exercised by it pursuant to the terms of reference, and the information reviewed by it are in accordance with the requirements as specified in the Listing Regulations, the Act and other applicable laws, if any. Apart from the above, the Audit Committee also exercises the role and powers entrusted

## CORPORATE GOVERNANCE REPORT (CONTD.)

upon it by the Board from time to time.

The Board has designated Mr. Vipul Bhoy, Company Secretary & Compliance Officer to act as Secretary to the Committee.

### Terms of reference:

The terms of reference to this committee, inter alia covers all the matters specified under regulation 18 of Listing Regulations as well as in Section 177 of the Act, besides other terms as may be referred by the Board, from time to time. These broadly includes (i) review of financial reporting processes, risk management, internal control and governance processes, (ii) develop an Audit plan (iii) risk management framework concerning critical operations of the Company, (iv) discussion on quarterly, half yearly and Annual financial statements and the auditor's report, (v) interaction with statutory, internal auditors to ascertain their independence and effectiveness of audit process, (vi) recommendation for appointment, remuneration and terms of appointment of auditors (vii) approval of related party transactions.

The Audit Committee also has powers inter alia to investigate any activity within its terms of reference and to seek information from any employee of the Company and seek legal and professional advice.

## B. REMUNERATION AND NOMINATION COMMITTEE:

As on 31<sup>st</sup> March, 2025, the Remuneration & Nomination Committee comprises of Members as stated below. The composition of the Committee is in conformity with the Act and the Listing Regulations.

### Meetings, Members and Attendance

During the financial year 2024-25, the Remuneration & Nomination Committee held 3 (three) meetings on 4<sup>th</sup> April, 2024, 13<sup>th</sup> May, 2024 and 10<sup>th</sup> February, 2025. The details of attendance of the Members are as under:

Name of the Member	Category	Status	No of Meetings	
			Held#	Attended
Mr. Naganath Subramanian Iyer	NED(I)	Chairman	3	3
Mr. Nilesh Modi	NED(I)	Member	3	3
Mr. Dilip D. Dandekar	NED(P)	Member	3	3

# Number of meetings held during the tenure of respective members of the Committee.

The Board has designated Mr. Vipul Bhoy, Company Secretary & Compliance Officer to act as Secretary to the Committee.

### Terms of reference:

The terms of reference to this committee, inter alia covers all the matters specified under Regulation 19 of Listing Regulations, as well as in Section 178 of the Act, besides other terms as may be referred by the Board of Directors, from time to time. These include:

- Formulation of the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board, a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on diversity of Board;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board, their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Recommendation of remuneration of Senior Management to the Board.

### Performance Evaluation

The criteria for performance evaluation cover the areas relevant to performance, participation, conduct, effectiveness etc. The performance evaluation of Independent Directors was done by the entire Board and the Directors subject to evaluation did not participate in the same. The Independent Directors evaluated the performance of Non-Independent Directors and Board as a whole.

Policy for Remuneration to Director/ Key Managerial Personnel

## CORPORATE GOVERNANCE REPORT (CONTD.)

**1. Remuneration to Managing/ Whole-time Directors:**

- a) The Remuneration to be paid to Managing/Whole-time Directors, shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Remuneration and Nomination Committee shall make such a recommendation to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing/Whole time Directors.

**2. Remuneration to Non-Executive/ Independent Directors:**

- a. The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Remuneration and Nomination Committee and approved by the Board of Directors.
- b. All the remuneration of the Non-Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

The amount of such remuneration shall be such as may be recommended by the Remuneration and Nomination Committee and approved by the Board of Directors or shareholders, as the case may be.

- c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.
- d. Any remuneration paid to Non-Executive/ Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i. The Services are rendered by such Director in his capacity as the professional; and
- ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

**3. Remuneration to key managerial personnel:**

- a) The Remuneration to Key Managerial Personnel shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time in accordance with the Company's Policy.
- c) The incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel, to be decided annually or at such intervals as may be considered appropriate.

A brief of the Remuneration paid to Directors is given below:

**Directors:**

(₹ In Lakhs)

Name of Director	Sitting Fees	Salary Including HRA	Perquisites	Total
Mr. Dilip D. Dandekar	6.20	N.A.	12.53	18.73
Mr. Masaharu Inoue	0.00	N.A.	N.A.	0.00
Mr. Shriram S. Dandekar	N.A.	97.32	61.99	159.31
Mr. Takeo Iguchi	N.A.	52.91	33.02	85.93
Mr. Satish Veerappa	N.A.	115.43	142.75	258.18
Ms. Nandini Chopra	9.40	N.A.	N.A.	9.40
Ms. Naho Shigeta	7.20	N.A.	N.A.	7.20
Mr. Nilesh Modi	9.00	N.A.	N.A.	9.00
Mr. Naganath Subramanian Iyer	7.60	N.A.	N.A.	7.60
Mr. Tomoya Okada	9.40	N.A.	N.A.	9.40

**Executive Directors:**

The Board at its meeting held on 25<sup>th</sup> January, 2024 has re-appointed Mr. Shriram S. Dandekar as Director in Whole time employment designated as 'Vice Chairman and Executive



## CORPORATE GOVERNANCE REPORT (CONTD.)

Director' for a further period commencing 1<sup>st</sup> February, 2024 to 31<sup>st</sup> March, 2025 and approved the remuneration payable to him during the term. Accordingly, he ceased to be an executive Director with effect from 31<sup>st</sup> March, 2025. During the year, the Board at its meeting held on 12<sup>th</sup> February, 2025 approved the re-designation of Mr. Shriram S. Dandekar as 'Vice Chairman & Non-Executive Director' effective from 1<sup>st</sup> April, 2025 and approved the remuneration payable to him by way perquisites not exceeding ₹ 12,50,000/- per annum. The said remuneration was approved by the Members by passing special resolution through postal ballot on 27<sup>th</sup> March, 2025.

As on the date of this report, the Company has only one executive Director apart from Managing Director i.e. Mr. Takeo Iguchi. The Board approved the appointment of Mr. Takeo Iguchi as Director in whole-time employment designated as 'Executive Director' with effect from 1<sup>st</sup> February, 2024 for the period of 3 (three) years and remuneration payable to him during the 3 (three) year term. The aforesaid appointment and remuneration were approved by the Members of the Company by passing special resolutions through postal ballot on 28<sup>th</sup> March, 2024. The Executive Director does not have performance-linked incentives as a part of his remuneration. The notice period for Executive Director is 2 (two) months.

### Managing Director

Mr. Satish Veerappa, Managing Director was paid a remuneration of ₹ 258.18 lakhs during the year including long term incentives.

The Board of Directors at its meeting held on 8<sup>th</sup> February, 2024, approved the appointment of Mr. Satish Veerappa as Managing Director of the Company with effect from 1<sup>st</sup> April, 2024 for the period of 3 (three) years and remuneration payable to him up to 31<sup>st</sup> December, 2024. During the year, the Board at its meeting held on 12<sup>th</sup> February, 2025 approved the remuneration payable to Mr. Satish Veerappa, Managing Director for the remaining period of his appointment i.e. from 1<sup>st</sup> January, 2025 to 31<sup>st</sup> March, 2027. The said remuneration was approved by the Members by passing special resolution through postal ballot on 27<sup>th</sup> March, 2025. The notice period for Managing Director is 3 (three) months.

The Company does not have a practice of paying severance fee to any of its Directors. Further, the Company does not have any stock option program.

### Senior Management Personnel

The Senior Management comprises the leadership team, consisting of core management members and functional heads. As on 31<sup>st</sup> March, 2025, the following individuals served as senior management personnel of the Company:

Sr. No.	Name	Designation
1	Mr. Rishi Kakar	Chief Marketing and Strategy Officer
2	Mr. Nilesh Kumar Choudhary	Chief Financial Officer
3	Mr. Srinivasa Kaza	Vice President – Sales
4	Mr. Harjinder Singh	Vice President – Notebook & Sales Development
5	Mr. Rahul Dandekar	Sr. General Manager– Business Development (Fine Art & Hobby)
6	Mr. Mandar Bodke	Vice President – Demand Chain Management
7	Dr. C. P. Deshmukh	Chief Human Resources Officer & Legal Head
8	Mr. Takashi Itoguchi	Senior Corporate Officer – Planning
9	Mr. Takashi Ohashi	President – Research & Development
10	Mr. Vipul Bhoy	Company Secretary & Compliance Officer

Note:

- Mr. Nilesh Kumar Choudhary was appointed as Chief Financial Officer of the Company effective from 8<sup>th</sup> July, 2024.
- Mr. Shyam Wani, Head-International Operations resigned from his position in the Company effective from 29<sup>th</sup> January, 2025.

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

#### Meetings, Members and Attendance:

During the financial year 2024-2025, the Committee held 2 (two) meetings on 6<sup>th</sup> August, 2024 and 28<sup>th</sup> March, 2025.

The details of attendance of Members are as under:

Name of the Member	Category	Status	No of Meetings	
			Held#	Attended
Mr. Nilesh Modi	NED(I)	Chairman	2	2
Mr. Takeo Iguchi	ED	Member	2	2
Ms. Naho Shigeta	NED (I)	Member	2	2

# Number of meetings held during the tenure of respective members of the Committee.

## CORPORATE GOVERNANCE REPORT (CONTD.)

The Composition of the Stakeholders Relationship Committee is in compliance with the requirements as prescribed under the Act and Listing Regulations. Mr. Vipul Bhoy is the Company Secretary & Compliance Officer of the Company.

The Board has designated Mr. Vipul Bhoy, Company Secretary & Compliance Officer to act as Secretary to the Committee.

**Terms of reference:**

The terms of reference to this committee, inter alia, covers all the matters specified under regulation 20 of Listing Regulations, as well as in Section 178 of the Act, besides other terms as may be referred by the Board, from time to time. The Committee was constituted to specifically look into the mechanism of redressing of Shareholders and Investors Complaints concerning transfer of shares, non-receipt of dividend, non-receipt of annual report etc.

**Complaints received and redressed by the Company during the financial year 2024-2025:**

During the financial year 2024-25, no complaint was received from the shareholders.

**D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):****Meetings, Members and Attendance**

During the financial Year 2024-25 the Committee held 1 (one) meeting on 11<sup>th</sup> November, 2024.

The details of attendance of Members are as under:

Name of the Member	Category	Status	No of Meetings	
			Held#	Attended
Mr. Shriram Dandekar	ED (P)	Chairman	1	1
Mr. Takeo Iguchi	ED	Member	1	1
Mr. Naganath Subramanian Iyer	NED (I)	Member	1	1
Ms. Naho Shigeta	NED (I)	Member	1	1

# Number of meetings held during the tenure of respective member of the Committee.

The Composition of the Corporate Social Responsibility Committee is in compliance with the requirements as prescribed under the Act.

The Board has designated Mr. Vipul Bhoy, Company Secretary & Compliance Officer to act as Secretary to the Committee.

**Terms of Reference:**

Formulate and recommend the CSR policy to the Board which shall indicate the activities to be undertaken by the Company, recommend the amount of expenditure to be incurred on the activity and monitor the CSR policy of the Company from time to time. The Company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013.

**E. RISK MANAGEMENT COMMITTEE****Meetings, Members and Attendance**

During the financial year 2024-2025, the Committee held 1 (one) meeting on 1<sup>st</sup> October, 2024, The details of attendance of Members are given below:

Name of the Member	Category	Status	No of Meetings	
			Held#	Attended
Mr. Shriram Dandekar	ED(P)	Chairman	1	1
Ms. Nandini Chopra	NED(I)	Member	1	1
Mr. Tomoya Okada	NED(I)	Member	1	1
Mr. Satish Veerappa	MD	Member	1	1
Mr. Takeo Iguchi	ED	Member	1	1

# Number of meetings held during the tenure of respective member of the Committee.

The Composition of the Risk management Committee is in compliance with the requirements as prescribed under the Listing Regulations.

The Board has designated Mr. Vipul Bhoy, Company Secretary & Compliance Officer to act as Secretary to the Committee.

**Terms of reference:**

The terms of reference to this committee, inter alia covers all the matters specified under Regulation 21 as well as Regulation C of part D of Schedule II of Listing Regulations besides other terms as may be referred by the Board of Directors, from time to time. These include:

- i. Formulation of a detailed risk management policy which shall include:
  - a. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

## CORPORATE GOVERNANCE REPORT (CONTD.)

- b. Measures for risk mitigation including systems and processes for internal control of identified risks.
- c. Business Continuity Plan.
- ii. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- iii. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- iv. Periodical review of the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- v. Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- vi. Review of appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

### F. INDEPENDENT DIRECTORS MEETING:

In accordance with provisions of the Schedule IV (Code for Independent Directors) of the Act and Listing Regulations, a meeting of the Independent Directors of the Company was held on 26<sup>th</sup> March, 2025, through video conferencing. The meeting was attended by all Independent Directors in absence of Non-Independent Directors and Members of the Management.

## 4. GENERAL BODY MEETINGS:

### I. DETAILS OF THE ANNUAL GENERAL MEETING HELD DURING THE PRECEDING THREE YEARS AND SPECIAL RESOLUTIONS PASSED THEREAT:

FINANCIAL YEAR	VENUE	DATE & TIME	DETAILS OF SPECIAL RESOLUTION PASSED
2024-2025	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	6 <sup>th</sup> August, 2024 at 11.00 a.m.	Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non- Executive Director.
2023-2024	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	28 <sup>th</sup> July, 2023 at 11.00 a.m.	Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non- Executive Director.
2022-2023	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	29 <sup>th</sup> June, 2022 at 11.00 a.m.	Re-appointment of Ms. Nandini Chopra (DIN: 07891312) as an Independent Non-Executive Director for the Second term of five (5) consecutive years from 3 <sup>rd</sup> August, 2022 to 2 <sup>nd</sup> August, 2027.  Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non-Executive Director.

### II. DETAILS OF POSTAL BALLOT AND SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT ARE GIVEN BELOW:

During the year 2024-25, the Company sought the approval of the Members through special resolutions by postal ballot (remote e-voting process only) in respect of the items mentioned below. After receiving the approval of the Board of Directors, the notice of the postal ballot dated 12<sup>th</sup> February, 2025 along with the explanatory statement was circulated to the Members on 25<sup>th</sup> February, 2025. Remote e-voting began on 26<sup>th</sup> February, 2025 (9:00 am) and concluded on 27<sup>th</sup> March, 2025 (5:00 pm).

The Company had appointed Mr. J. H. Ranade (FCS No. 4317, C.P. No. 2520) or Mr. S. J. Ranade (ACS No.33416, C.P. No.12520), partners of M/s. JHR & Associates, Practicing Company Secretaries, as scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner. After the last date of receipt of postal ballot responses, the scrutinizer, after due verification, submitted his report on 27<sup>th</sup> March, 2025.

## CORPORATE GOVERNANCE REPORT (CONTD.)

Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, announced the Postal Ballot results, based on the scrutinizer's report on 28<sup>th</sup> March, 2025 in respect of the resolutions mentioned in the postal ballot notice. The result was displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website, [postalballotresults28032025.pdf](#). The resolutions were passed with the requisite majority.

Details of the Voting pattern in respect of the Special Resolutions passed through postal ballot was as under:

**Special Resolution 1**

Payment of remuneration by way of perquisites to Mr. Shriram Sharad Dandekar (DIN: 01056318), Vice Chairman & Non-Executive Director:

Particulars	No. of Members voted	No. of votes exercised	Percentage of total nos. of votes cast
Votes in Favour	128	7,53,62,350	99.9956
Votes against	12	3,303	0.0044

**Special Resolution 2**

Remuneration payable to Mr. Satish Veerappa (DIN:00507955) as 'Managing Director' (MD) for a period effective from 1<sup>st</sup> January, 2025 to 31<sup>st</sup> March, 2027:

Particulars	No. of Members voted	No. of votes exercised	Percentage of total nos. of votes cast
Votes in Favour	128	7,53,62,371	99.9956
Votes against	12	3,282	0.0044

At present, the Company is not proposing to conduct a Postal Ballot for passing a Special Resolution.

**5. MEANS OF COMMUNICATION**

The Company recognizes communication as a key element of the overall Corporate Governance framework and therefore emphasizes prompt, continuous, efficient and relevant communication to all external constituencies.

**WEBSITE:** The Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com) contains a separate section 'Investors' for use of investors. The quarterly, half yearly and annual financial results are promptly and prominently displayed on website. Notices, annual reports, quarterly shareholding patterns and other Communications are also available on the website.

**FINANCIAL RESULTS:** The quarterly, half-yearly and annual financial results are regularly posted by the Company on its website. These are also submitted to the stock exchanges i.e. BSE (BSE Listing Centre) and NSE through NEAPS (NSE Electronic Application Processing System) in accordance with Listing Regulations. The quarterly, half yearly and annual financial results are normally published in one English language national daily newspaper circulating the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where registered office of the Company is situated, within 48 hours of approval.

**ANNUAL REPORT:** Annual report containing interalia, salient features of the audited financial statements, Director's report (Including Management Discussion and Analysis), Corporate Governance Report and other important information is circulated to Members and others entitled thereof.

**CORPORATE FILING:** Announcements, quarterly results, shareholding patterns etc. of the Company are regularly filed by the Company with BSE Ltd. and National Stock Exchange of India Ltd. and are also available on the website of the Company [www.kokuyocamlin.com](http://www.kokuyocamlin.com). There were no presentations made to the institutional investor / analysts during the year.



## CORPORATE GOVERNANCE REPORT (CONTD.)

### 6. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting (Day, Date, Time)	Friday, 8 <sup>th</sup> August 2025, 10:00 am
Mode	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circulars dated Circular No. 14/2020 dated 8 April, 2020, Circular No. 17/2020 dated 13 April, 2020 and subsequent circulars issued in this regard, latest being general circular no. 9/2024 dated 19 <sup>th</sup> September, 2024, as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.
Financial Year	1 <sup>st</sup> April, 2024 – 31 <sup>st</sup> March, 2025
Date of Book Closure	Saturday, 2 <sup>nd</sup> August, 2025 to Friday, 8 <sup>th</sup> August, 2025 (both days inclusive)
*Financial Results	First Quarter Results: by 14 <sup>th</sup> August, 2025 Second Quarter Results: by 14 <sup>th</sup> November, 2025 Third Quarter Results: by 14 <sup>th</sup> February, 2026 Fourth Quarter Results: by 30 <sup>th</sup> May, 2026
Listing on Stock Exchanges	BSE Ltd. (Scrip Code: 523207), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol: KOKUYOCMLN)
International Securities Identification Number (ISIN)	INE760A01029
Corporate Identification Number (CIN)	L24223MH1946PLC005434

**Note:** The Annual Listing Fees for the year 2025-26 have been paid to BSE & NSE.

### 7. REGISTRARS AND SHARE TRANSFER AGENT FOR SHARES:

M/s. MUFG Intime India Private Limited (previously known as 'Link Intime India Private Limited'), C-101, Embassy 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Tel: (022) 49186000, email id: [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com), is acting as Registrar & Transfer Agents (RTA) for handling the shares related matters both in Physical & Dematerialized mode.

Shareholders are advised to send all the correspondence to the RTA. Documents relating to shares received by the Company are also forwarded to the RTA for necessary actions thereon.

### 8. SHARE TRANSFER SYSTEM:

In terms of Regulation 40 (1) of Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities.

Further, SEBI vide its circular no. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 mandated the listed Companies to issue the securities only in dematerialized form while processing the service requests viz. issue of duplicate Securities certificate, claim from unclaimed Suspense Account, renewal / exchange of Securities certificate, Endorsement, Sub-division / splitting of Securities certificate, Consolidation of Securities certificate / folios, Transmission and Transposition. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders who desire to demat their shares, can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for dematerialization of share.

## CORPORATE GOVERNANCE REPORT (CONTD.)

**9. RECONCILIATION OF SHARE CAPITAL AUDIT:**

A Company Secretary-in-Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

**10. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2025:**

No. of Shares	No. of Shareholders	Percentage	No. of Shares	Percentage
Up to 5000	31301	98.07	11067807	11.03
5001-10000	347	1.09	2565927	2.56
10001-20000	143	0.45	2084302	2.08
20001-30000	48	0.15	1152571	1.15
30001-40000	22	0.07	791729	0.79
40001-50000	13	0.04	609824	0.61
50001-100000	21	0.07	1524102	1.52
100001-999999	22	0.07	5841594	5.82
10000000 & above	1	0.00	74665950	74.44
<b>Total</b>	<b>31918</b>	<b>100.00</b>	<b>100303806</b>	<b>100.00</b>

**11. CATEGORY OF SHAREHOLDING AS ON 31ST MARCH, 2025:**

Category of Shareholder	Total No. of Shares	Percentage of Total Shares
Promoter and Promoter Group (A)	75215950	74.99
Public Shareholding (B)		
Nationalised Banks	2125	0.00
Foreign Portfolio Investors (Corporate)	217399	0.21
Investor Education and Protection Fund	718098	0.72
Bodies Corporate	2063723	2.06
Clearing Member	2534	0.00
Individuals	19263431	19.21
Non-Resident (Rep)	1083113	1.08
Non – Resident (Non-Rep.)	627269	0.63
Hindu Undivided Family	1052663	1.05
Escrow Account	3500	0.00
Unclaimed Shares	54001	0.05
Total Public Shareholding (B)	25087856	25.01
<b>Total Shareholding = (A) + (B)</b>	<b>100303806</b>	<b>100.00</b>

## CORPORATE GOVERNANCE REPORT (CONTD.)

### 12. DEMATERIALISATION OF SHARES:

The Company's Equity Shares are held in dematerialized form by National Securities Depository Ltd. (NSDL) and Central Depository Services India Ltd. (CDSL) under ISIN No. INE760A01029. As on 31<sup>st</sup> March, 2025, 99.20% of the total shares of the Company have been dematerialized. The Shareholders holding shares in physical form are requested to dematerialize their shares as the Company's shares are required to be compulsorily traded at the stock exchanges in dematerialized form only. Further, SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated issuance of securities in dematerialized form while processing the service request viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. The shares of the company are regularly traded at the National Stock Exchange of India Limited and the BSE Limited.

### 13. UNCLAIMED SUSPENSE ACCOUNT:

In accordance with the requirements of Regulation 34, 39 read with Schedule V(F) of Listing Regulations, details of equity shares in Kokuyo Camlin Limited Unclaimed Suspense Account are as follows:

Particulars		No. of shareholders	No. of Equity Shares
Opening Balance	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on 1 <sup>st</sup> April, 2024	30	54001
Add	No. of Shareholders whose shares got transferred during the year and No. of shares transferred	-	-
Less	Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	-	-
Less	Number of shareholders whose shares got transferred from suspense account to IEPF during the year	-	-
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the suspense account as on 31 <sup>st</sup> March, 2025	30	54001

The shareholders, after verifying from RTA that their shares have been transferred to unclaimed suspense account can make their claim with the Company or RTA. Thereafter, the Company on proper verification of the shareholder's identity and address would transfer the shares in their favour. All the corporate benefits against those shares like bonus shares, split, dividend etc., would also be transferred to the unclaimed Suspense Account of the Company. The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

### 14. SUBSIDIARY COMPANY:

The Company does not have any Subsidiary Company.

### 15. CREDIT RATINGS AND ANY REVISIONS THERETO FOR DEBT INSTRUMENTS OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD:

The Company has not issued any debt instruments and does not have any fixed deposit program or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31<sup>st</sup> March, 2025. The ratings given by CRISIL for short-term borrowings and long-term borrowings of the Company are A1 and A+/Stable respectively. There was no revision in the said ratings during the year under review.

## CORPORATE GOVERNANCE REPORT (CONTD.)

**16. PLANT LOCATIONS:**

Tarapur	: M.I.D.C, Boisar, Tarapur, Dist. Thane 401506
Patalganga	: Plot No. F/8, Additional Patalganga, MIDC, Village Chavane, Tal. Panvel, Dist Raigad, Pin – 410 220
Jammu	: Lane no. 8 & 9, Industrial Growth Center, Samba Phase I, Jammu, J&K - 184121

**17. ADDRESS FOR CORRESPONDENCE:**

Registered Office	: Hilton House, 48/2, Central Road, MIDC, Andheri (East), Mumbai-400093
Tel. No.	: 022-6655 7000
Fax No.	: 022- 2836 6579
Email	: <a href="mailto:investorrelations@kokuyocamlin.com">investorrelations@kokuyocamlin.com</a>

**18. SECRETARIAL DEPARTMENT:**

The Company's Secretarial Department, headed by Mr. Vipul Bhoj, Company Secretary & Compliance Officer, is situated at the Registered Office mentioned above. Shareholders/Investors may contact the Secretarial Department for any assistance they may need.

<b>Name of the Company Secretary</b>	: Mr. Vipul Bhoj
<b>Designation</b>	: Company Secretary & Compliance Officer
<b>Telephone</b>	: 022- 6655 7000
<b>Fax No.</b>	: 022- 2836 6579
<b>Email</b>	: <a href="mailto:investorrelations@kokuyocamlin.com">investorrelations@kokuyocamlin.com</a>

**19. DISCLOSURES:****i. Strictures and Penalties:**

The Company has complied with all the requirements of the Stock Exchanges as well as the regulations and guidelines of SEBI and other regulatory authorities. Consequently, no penalties were imposed, or strictures passed against the Company by SEBI, Stock Exchanges or any other statutory authorities on any matter relating to capital markets during the last three years.

**ii. Compliance with Accounting Standards:**

In preparation of the Financial Statements, the Company has followed the accounting standards applicable to the Company.

**iii. MD / CFO Certification:**

The Managing Director and Chief Financial Officer of the Company has furnished the requisite certificate to the Board of Directors as per the provisions outlined in regulation 17(8) of the Listing Regulations verifying that the financial statements are free from any materially false statement, and accurately reflect the Company's current state of affairs. The same is annexed to this Report.

**iv. Internal Control system and their adequacy:**

Your Company had laid down internal control system to be followed by the Company and that such internal controls were intended to be adequate and operating effectively. During the year under review, certain instances of deviation from these controls, with apparent mala fide intent by certain employees, were observed. Your Company has taken due cognizance of the observations made by the Auditors in this regard. Corrective actions have already been initiated. Further measures, including targeted personnel training and process enhancements, are underway to reinforce the internal control framework. Your Company is committed to ensuring the establishment of robust and effective internal control systems.

**v. Related Party Transactions:**

The Company did not enter into any materially significant related party transactions, which had potential conflict with the interest of the Company at large. The related party transactions entered into with the related parties as defined under the Act and as per Listing Regulations during the financial year were in the ordinary course of business and the same have been approved by the Audit Committee/ Board of Directors. Transactions with the related parties are disclosed under Schedule no. 35 to the financial statements in the Annual Report. The Board of Directors has approved a policy of related party transactions which has been uploaded on the website of the Company <https://www.kokuyocamlin.com/policies>.



## CORPORATE GOVERNANCE REPORT (CONTD.)

### vi. Recommendations of the Committees of the Board:

There were no instances during the financial year 2024-25, wherein the Board had not accepted recommendations made by any Committee of the Board.

### vii. Risk Management:

The Company operates in a dynamic business scenario that gives rise to external and internal risk factors. It has in place an integrated risk management approach called the ERM framework for risk identification, assessment and reporting.

Your Company has constituted a Risk Management committee of the Board with delegated responsibilities in relation to risk management processes within the Company. The said committee is responsible for formulating a detailed risk management policy and its implementation, putting in place a system for monitoring and evaluation of associated risks etc. As required by the Risk Management policy, the Company initiates risk identification and control testing exercise to provide briefing and reporting to the Board through Risk Management Committee.

The Risk Management policy is implemented by various department heads who take the risk ownership and monitor the risks on a periodical basis. The ERM Framework enables achievement of strategic objectives by identifying, analysing, assessing, mitigating, monitoring and governing any risk or potential threat to these company objectives. Systematic and proactive identification of risks and mitigation thereof enables effective and quick decision making and boosts the performance of the organization. The ERM framework acts as a decision enabler which not only seeks to minimize the impact of risks but also enables effective resource allocation based on risk ranking and risk appetite. Strategic decisions are being taken after careful consideration of risks based on secondary risks and residual risks.

There are no risks which in the opinion of the Board threaten the existence of the Company. However,

some of the risks which may pose challenges are set out in the Management Discussion and Analysis Report which forms part of this Annual Report.

### viii. Vigil Mechanism (Whistle Blower Policy):

The Company has a vigil mechanism called 'Whistle Blower Policy' with a view to provide a mechanism for Directors and employees of the Company to raise concerns of any violations of any legal or regulatory requirement, incorrect or misrepresentation of any financial statement and reports etc. The policy also includes reporting of instances relating to the leak of Unpublished Price Sensitive Information. The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. No person has been denied access to the Chairperson of the Audit Committee.

### ix. Secretarial Compliance Report

The Company has obtained a certificate pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 read with Regulation 24 (A) of the Listing Regulations from Mr. J. H. Ranade (CP no.2520), Partner of M/s. JHR & Associates, Practicing Company Secretaries and Secretarial Auditor of the Company for FY 2024-25. There are no adverse remarks of the Auditors in the Secretarial Compliance Report issued by them for the financial year 2024-25.

### x. Certificate from Practicing Company Secretary

Certificate as required under Part C of Schedule V of the Listing Regulations has been received from Mr. J. H. Ranade, Partner of M/S. JHR & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority and is annexed to this Report.

### xi. Total fees paid to the Statutory Auditor:

Total fees of ₹ 99.50 Lakhs during the financial year 2024-25, for all the services was paid by the

## CORPORATE GOVERNANCE REPORT (CONTD.)

Company, to the Statutory Auditor and all entities in the network firm/ network entity of which the Statutory Auditor is a part.

**xii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- |    |   |       |
|----|---|-------|
| a) | Number of complaints pending at the beginning of the financial year 2024-2025 | : Nil |
| b) | Number of complaints filed during the financial year 2024-2025                | : Nil |
| c) | Number of complaints disposed off during the financial year 2024-2025         | : Nil |
| d) | Number of complaints pending as at end of the financial year 2024-2025.       | : Nil |

**xiii. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons:**

The Company has adopted Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company has complied with all the mandatory requirements specified in regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Listing Regulations.

The Corporate Governance Report of the Company for the year ended 31<sup>st</sup> March, 2025 is in compliance with the requirements of Corporate Governance under Listing Regulations.

**20. THE STATUS OF ADOPTION OF THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II IS AS UNDER:**

• **Non-Executive Chairman's Office:**

The Non-Executive Chairman of the Company is entitled to maintain his office at the expenses of the Company and reimbursement of expenses incurred in performance of his duties.

• **Shareholders Rights:**

Extract of the Quarterly, Half Yearly and Annual Financial Results of the Company are published in the Newspaper and are also posted on Company's website <https://www.kokuyocamlin.com/quarterly-results>. The complete Annual Report is sent to each and every Shareholder of the Company.

• **Modified opinion in Auditors Report**

The Auditors report for the financial year 2024-25 is a report with modified opinion. The management response to the modified opinion is provided along with the submission of financial results.

• **Separate posts of Chairperson and Managing Director:**

The Chairman of the Board is a Non-Executive Director. The Company has also appointed Managing Director.

• **Reporting of Internal Auditor:**

The Internal Auditor of the Company has direct access to the Audit Committee.

**For & on behalf of the Board**

**Dilip D. Dandekar**  
**Chairman & Non-Executive Director**

Place : Mumbai

Dated : 28<sup>th</sup> May, 2025

## COMPLIANCE WITH CODE OF BUSINESS CONDUCT

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2025.

**For Kokuyo Camlin Limited**

Place : Mumbai  
Date : 28<sup>th</sup> May, 2025

**Satish Veerappa**  
**Managing Director**

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### CERTIFICATE

[Pursuant to Regulation 17(8) read with part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,**  
**The Board of Directors**  
**Kokuyo Camlin Limited**

We, Satish Veerappa, Managing Director and Nilesh Kumar Choudhary, Chief Financial Officer, to the best of our knowledge and belief, hereby certify that:

1. We have reviewed the Balance Sheet as at 31<sup>st</sup> March, 2025, Profit & Loss Account for the year ended on that date along with all its schedules, notes to accounts as well as cash flow statement for the year and based on our knowledge and information confirm that:
  - a. these statements do not contain any materially untrue statement or omit to state any material fact or contain statements that may be misleading;
  - b. these statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. Based on our knowledge and information, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We, along with the Company's other certifying officers accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which, we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We, along with the Company's other certifying officers, have indicated to the Auditors and the Audit Committee of the Company, the following:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having significant role in the Company's internal Control System over financial reporting.

**SATISH VEERAPPA**  
**MANAGING DIRECTOR**

**NILESH KUMAR CHOUDHARY**  
**CHIEF FINANCIAL OFFICER**

Place: Mumbai  
Date: 28<sup>th</sup> May, 2025

**CERTIFICATE FROM  
PRACTICING COMPANY SECRETARIES REGARDING**

**Non-Disqualification of Directors**

Based on our verification of the records maintained by Kokuyo Camlin Limited CIN- L24223MH1946PLC005434 (hereinafter called 'the Company') including declarations / notices received from its Directors and also information / record available on the website(s) of the Ministry of Corporate Affairs, Securities and Exchange Board of India and Stock Exchanges where the equity shares of the Company are listed, we hereby certify that, during the Financial year 2024-25, none of the Directors on the Board of the Company were debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

This certificate is being issued as per the requirements of Schedule V (C) (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For JHR & Associates**  
Company Secretaries

Place : Thane  
Date : 28<sup>th</sup> May, 2025  
UDIN : F004317G000436496

**J. H. Ranade**  
Partner  
(FCS: 4317, CP: 2520)

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**CERTIFICATE FROM PRACTICING COMPANY SECRETARIES  
REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

The Members of **KOKUYO CAMLIN LIMITED**

We have examined the compliance of conditions of Corporate Governance by Kokuyo Camlin Limited - CIN: L24223MH1946PLC005434 ('the Company') for the year ended on 31<sup>st</sup> March, 2025 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreements of the said Company with Stock Exchanges ('the Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the Regulations referred above.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For JHR & Associates**  
Company Secretaries

Place : Thane  
Date : 28<sup>th</sup> May, 2025  
UDIN : F004317G000436518

**J. H. Ranade**  
Partner  
(FCS: 4317, CP: 2520)

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

(The Company was not falling under top 1000 listed entities based on the market capitalisation as on 31<sup>st</sup> December, 2024)

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L24223MH1946PLC005434
2	Name of the Listed Entity	Kokuyo Camlin Limited
3	Year of incorporation	1946
4	Registered office address	48/2, Hilton House, Central Road, MIDC, Andheri East, Mumbai - 400093
5	Corporate address	48/2, Hilton House, Central Road, MIDC, Andheri East, Mumbai - 400093
6	E-mail	corporate@kokuyocamlin.com
7	Telephone	022 66557000
8	Website	www.kokuyocamlin.com
9	Financial year for which reporting is being done	1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2025
10	Name of the Stock Exchange(s) where shares are listed	i) The BSE Ltd. ii) The National Stock Exchange of India Ltd.
11	Paid-up Capital	₹ 10,03,03,806/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Vipul Bhoy, Company Secretary & Compliance Officer, Telephone - 022 66557000, email- corporate@kokuyocamlin.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which of its consolidated financial statements, taken together).	Standalone basis
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover)

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing and trading	Manufacturing and trading of consumer products viz. Stationery and colour products used for scholastic and art purpose	100%

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover Contributed
1	Consumer products (stationery items including fine arts & hobby products, scholastic products, markers, notebooks, technical instruments, adhesives, etc.)	32901, 32909, 46496, 47613	100%



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## III. Operations

## 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices
National	3	3
International	Nil	Nil

## 19. Markets served by the entity.

## a. Number of locations

Locations	Number
National (No. of States)	Pan India
International (No. of Countries)	20

## b. What is the Contribution of exports as a percentage of the total turnover of the entity?

3.43%

## c. A brief on types of customers

The Company is one of the oldest and recognised stationery brands in India. The Company has diversified portfolio in office and school stationery segment comprising inks, colours, writing instruments, technical and drawing instruments, office stationery, markers, notebooks, scholastic and hobby art materials. Company serves the retail market through its strong distribution network across India.

## IV. Employees

## 20. Details as at the end of Financial Year

## a. Employees and workers (including differently abled):

S. No.	Particulars	Total	Male		Female	
		No. (A)	No. (B)	% (B/A)	No.(C)	%(C/A)
EMPLOYEES						
1	Permanent (D)	963	905	94%	58	6%
2	Other than Permanent (E)	91	88	97%	3	3%
3	Total employees (D+E)	1054	993	94%	61	6%
WORKERS						
4	Permanent (F)	111	105	95%	6	5%
5	Other than Permanent (G)	0	0	0%	0	0%
6	Total workers (F+G)	111	105	95%	6	5%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### b. Differently abled Employees and workers:

S. No.	Particulars	Total	Male		Female	
		No. (A)	No. (B)	% (B/A)	No.(C)	%(C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	1	0	0%	1	100%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total employees (D+E)	1	0	0%	1	100%
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	1	1	100%	0	0%
5	Other than Permanent (G)	0	0	0%	0	0%
6	Total workers (F+G)	1	1	100%	0	0%

### 21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	10	2	20%
Key Management Personnel (excluding KMP already covered under Board of Directors)	2	0	0%

### 22. Turnover rate for permanent employees and workers

	FY 2024-25			FY 2023-24			FY 2022-2023		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	24.26%	23.33%	24.21%	29.38%	6.90%	28.47%	27.90%	14.16%	27.12%
Permanent Workers	11.06%	15.38%	12.17%	6.51%	0.00%	6.11%	3.26%	25.00%	4.04%

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

### 23.

S. No.	Name of the holding / Subsidiary/associate companies / joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Kokuyo Co. Ltd. Japan	Holding Company	74.44%	No

## VI. CSR Details

### 24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (In ₹): 76,252.88 lakhs

(ii) Net worth (in ₹): 30,244.95 lakhs

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## VII. Transparency and Disclosures Compliances

## 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conducts:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at closure of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at closure of the year	Remarks
Communities	Yes <a href="https://www.kokuyocamlin.com/contact-us">https://www.kokuyocamlin.com/contact-us</a>	-	-	-	-	-	-
Investors (Other than shareholders)	NA	-	-	-	-	-	-
Shareholders	Yes. <a href="https://www.kokuyocamlin.com/company-info">https://www.kokuyocamlin.com/company-info</a>	0	0	-	0	0	-
Employees and workers	Yes. <a href="https://www.kokuyocamlin.com/camel/gallery/uploads/company_policies/company-policies-2014-236.pdf">https://www.kokuyocamlin.com/camel/gallery/uploads/company_policies/company-policies-2014-236.pdf</a>	1	0	-	1	0	-
Customers	Yes. <a href="https://www.kokuyocamlin.com/contact-us">https://www.kokuyocamlin.com/contact-us</a>	132	1	-	171	1	-
Value Chain Partners	Yes. The Company has provided option on its website and its inhouse application viz. Vendor sampark to raise their concerns, if any. <a href="https://www.kokuyocamlin.com/contact-us">https://www.kokuyocamlin.com/contact-us</a>	0	0	-	0	0	-

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material Issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Plastic Waste Management	Risk	Compliance with laws and Regulations	The Company is registered as Brand Owner by Central Pollution Control Board for disposal of Multi Layered Plastic (MLP) & other plastic waste as per Extended Producer Responsibility (ERP) Plan	-
2	Handling of flammable solvents for various manufacturing processes	Risk	<p>1) Chemical Properties: Flammable solvents possess volatile characteristics, making them prone to vaporization and ignition at relatively low temperatures.</p> <p>2) Process Handling: Manufacturing processes involving these solvents often include activities such as transferring, mixing, or dispensing, which increase the risk of accidental spills or releases.</p> <p>3) Ignition Sources: Presence of ignition sources such as hot surfaces, sparks, static electricity, or open flames in the vicinity can lead to rapid combustion.</p>	<p>1) Engineering Controls:</p> <ul style="list-style-type: none"> <li>- Implementing adequate ventilation Systems (Exhaust fans/wall windows) to ensure proper air exchange and dilution of Solvent Vapors.</li> <li>- Installing explosion - proof equipment and electrical systems to mitigate ignition risk.</li> </ul> <p>2) Administrative controls:</p> <ul style="list-style-type: none"> <li>- Developed SOPs for safe handling, storage and disposal of flammable solvents.</li> <li>- Conducting regular inspections and maintenance of equipment to identify and rectify potential hazards.</li> </ul> <p>3) Personal Protective Equipment (PPE): Providing appropriate PPE such as fire suits, safety goggles, and respiratory protection for workers.</p> <p>4) Training and Awareness:</p> <ul style="list-style-type: none"> <li>- Providing comprehensive training programs to educate personnel on the hazards associated with flammable solvents and the proper procedures for risk mitigation.</li> <li>- Conducting periodic drills and simulations to ensure preparedness for emergency situations.</li> </ul>	<p>Financial Implications:</p> <p>1) Initial Investment:</p> <ul style="list-style-type: none"> <li>- Upfront costs for engineering controls, such as ventilation systems and explosion-proof equipment, can be significant.</li> <li>- Expenses associated with training programs and PPE provision also contribute to the initial investment.</li> </ul> <p>2) Operational Costs:</p> <ul style="list-style-type: none"> <li>- Ongoing expenses for maintenance, inspections, and replacement of equipment to ensure continued safety compliance.</li> <li>- Costs related to monitoring and testing for solvent concentrations in the air to maintain safe working environments.</li> </ul> <p>3) Insurance Premiums:</p> <ul style="list-style-type: none"> <li>- The presence of flammable solvents increases the risk profile of the manufacturing facility, potentially leading to higher insurance premiums.</li> </ul> <p>4) Potential Losses:</p> <ul style="list-style-type: none"> <li>- Financial losses resulting from workplace accidents, including property damage, business interruption, and legal liabilities, can be substantial.</li> <li>- Reputational damage and loss of customer trust in the event of a serious incident may also have long-term financial implications.</li> </ul>

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## SECTION B : MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P	P	P	P	P	P	P	P
		1	2	3	4	5	6	7	8
<b>Policy and management processes</b>									
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Yes. The policies have been approved by the Board or through its delegated authorities.							
	c. Web Link of the Policies, if available	The statutory policies mandated under applicable laws are available on the Company's website viz. <a href="https://www.kokuyocamlin.com/policies">https://www.kokuyocamlin.com/policies</a>							
2	whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y
4	Name of the national and international codes/certificates/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO9001:2015, ISO 14001:2015 & ISO 45001:2018 certification audits conducted at each site annually to evaluate the organization's Quality, Environment, Occupational Health, and Safety Management systems respectively. The Company is also complying with BIS standard IS 9873: Part 1:2019.							
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	No. The Company is complying with the applicable laws, rules and regulations							
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable							

## Governance, leadership and oversight

**7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievement (listed entity has flexibility regarding the placement of this disclosure)**

ESG framework is embedded in the culture of the Company. The Company has a dedicated policy towards ESG called 'Quality, Environment, Health and Safety (QEHS)' with a view to develop long term sustainable business while minimising the environmental impact of its operations and at the same time to serve the society with safe environment friendly and quality products. The Company also ensures health and safety of its employees and other stakeholders. The Company firmly believes that Governance is pre-requisite for attaining sustainable growth. We are committed to values and ethical business conduct not just in letter but also in spirit.

**8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).**

Mr. Satish Veerappa, Managing Director



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? If yes, provide details.

The Corporate Social Responsibility (CSR) is administered by the CSR Committee in line with the requirements of the Companies Act, 2013. The Managing Director is responsible for implementation of Environmental Health & Safety (EHS) policies.

### 10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/Any other								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	Respective Business Responsibility and Sustainability policies of the Company are reviewed periodically or on a need basis by the Board/Management. During this assessment, the efficacy of the policies is reviewed and necessary changes to the policies and procedures are implemented.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is in compliance with existing regulations as applicable and a statutory compliance certificate on applicable laws is provided by the Managing Director to the Board of Directors																	

### 11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P	P	P	P	P	P	P	P	P
1	2	3	4	5	6	7	8	9
The Company conducts periodic review of the policies internally by the Senior Management which then drives the policies, projects and performance of the aspects of Business responsibility and sustainability.								

### 12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated.

Question	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

**Essential Indicators**

**1. Percentage coverage by training and awareness programmes on any of the principles during the financial year**

Segment	Total number of training and awareness programmes held	Topics / Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	During the year, the Board has invested time on various updates comprising matters relating to issues pertaining to the business, regulations, economy and environmental, social and governance parameters.		100%
Key Managerial Personnel	Code of Conduct		100%
Employees other than BOD and KMPs	Code of Conduct		100%
Workers	Code of Conduct		100%

**2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):**

**Monetary**

	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	1	Office of the Commissioner (Appeals) CGST, Central Excise and Customs, Jammu	7,90,38,483/-	The Company had received an order dismissing the Company’s appeal and upholding the order-in-original passed by the Joint Commissioner, Central Goods & Service Tax Commissionerate, Jammu for availing excess credit of ₹ 5,50,14,380/- (Self Credit) and duty short paid of ₹ 2,40,24,103/- u/s 11A along with Interest u/s 11AA/11AB of the Central Excise Act, 1944.	Yes

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
	1	The Joint Commissioner, CGST & Central Excise, Mumbai East Commissionerate, Maharashtra	8,13,02,629/-	The Company had received the order of demand of tax u/s 74 of the CGST Act 2017, wherein GST credit was disallowed amounting to ₹ 4,35,36,142/- along with interest to be imposed u/s 50 of CGST Act, 2017 and penalty imposed u/s 122(2) (b) of CGST Act, 2017 amounting to ₹ 3,77,66,487/-	Yes
	1	Office of the Assistant Commissioner of GST & Central Excise, Poonamallee Division, Chennai Outer Commissionerate	1,70,87,448/-	The Company had received the order of demand of tax u/s Section 74(9) of the CGST/TNGST Act, 2017 read with Section 20 of the IGST Act 2017, being the tax short paid by the taxpayer for the period 01.07.2017 to 17.07.2022 amounting to ₹ 85,43,724/- along with interest to be imposed u/s 50(1) of CGST/TNGST Act, 2017 and penalty imposed u/s 74(1) & 74(9) of CGST/TNGST Act, 2017 read with Section 20 of the IGST Act, 2017 of ₹ 85,43,724/-.	Yes
	1	Office of the Commissioner of Customs (NS-V) JNCH, Nhava Sheva, Taluka Uran, District Raigad, Maharashtra	1,86,90,480/-	The Company had received the order of demand of IGST u/s Section 28(4) & 28AA of the Customs Act 1962 being the tax short paid for the period 08.02.2018 to 05.03.2021 amounting to ₹ 57,45,240/- along with redemption fine u/s 125(1) amounting to ₹ 66,00,000/- and penalty & interest, imposed u/s 114A & 114AA amounting to ₹ 57,45,240/- & ₹ 6,00,000/-.	Yes
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-
	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	-	-	-	-	
Punishment	-	-	-	-	

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:**

Case details	Name of the regulatory/ enforcement agencies/ judicial institutions
Order-in-original passed by the Joint Commissioner, Central Goods & Service Tax Commissionerate, Jammu for availing excess credit of ₹ 5,50,14,380/- (Self Credit) and duty short paid of ₹ 2,40,24,103/- u/s 11A along with Interest u/s 11AA/11AB of the Central Excise Act, 1944. The Company has filed an Appeal with CESTAT on 3 <sup>rd</sup> June, 2024. The case is pending for hearing.	Central Excise and Service Tax Appellate Tribunal, Chandigarh
The Company had received the order of demand of tax u/s 74 of the CGST Act 2017, wherein GST credit was disallowed amounting to ₹ 4,35,36,142/- along with interest to be imposed u/s 50 of CGST Act, 2017 and penalty imposed u/s 122(2)(b) of CGST Act, 2017 amounting to ₹ 3,77,66,487/-. The Company has filed appeal with Commissioner (Appeal) on 27 <sup>th</sup> December, 2024. The case is pending for hearing.	Commissioner (Appeal), CGST, Mumbai
The Company had received the order of demand of tax u/s Section 74(9) of the CGST/TNGST Act, 2017 read with Section 20 of the IGST Act 2017, being the tax short paid by the taxpayer for the period 01.07.2017 to 17.07.2022 amounting to ₹ 85,43,724/- along with interest to be imposed u/s 50(1) of CGST/TNGST Act, 2017 and penalty imposed u/s 74(1) & 74(9) of CGST/TNGST Act, 2017 read with Section 20 of the IGST Act, 2017 of ₹ 85,43,724/-. The Appeal has been filed with Commissioner Appeal on 24 <sup>th</sup> April, 2025. The case is pending for hearing.	Commissioner (Appeal) CGST, Chennai
The Company had received the order of demand of IGST u/s Section 28(4) & 28AA of the Customs Act 1962 being the tax short paid for the period 08.02.2018 to 05.03.2021 amounting to ₹ 57,45,240/- along with redemption fine u/s 125(1) amounting to ₹ 66,00,000/- and penalty & interest, imposed u/s 114A & 114AA amounting to ₹ 57,45,240/- & ₹ 6,00,000/-. The Appeal was filed with CESTAT Mumbai on 17 <sup>th</sup> April, 2025. The case is pending for hearing.	Central Excise and Service Tax Appellate Tribunal, Mumbai.

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes. The Company has 'zero tolerance' of any practice that may be classified as corruption, bribery or giving or receipt of bribes and the same has been mentioned in its Code of Conduct. The objective of this policy is to serve as a guide for all directors, executives, employees and associated persons for ensuring compliance with applicable anti-bribery laws, rules and regulations. This policy is applicable to all individuals working at all levels and grades, including Board Members and Senior Managerial Personnel and other employees of the Company and such person acting on behalf of the Company.

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.**

	FY 2024-25	FY 2023-24
Directors	Nil	Nil
KMPs		
Employees		
Workers		

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 6. Details of complaints with regard to conflict of interest

	FY 2024-25		FY 2023-24	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest: Not Applicable

8. Number of days of accounts payable (Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY 2024-25	FY 2023-24
Number of days of accounts payable	39	49

### 9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties in following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	37 %	36 %
	b. Number of trading houses where purchases are made from	27	23
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	66 %	73 %
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	87%	86%
	b. Number of dealers / distributors to whom sales are made	2628	2095
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	9.85%	9.98%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.11%	0.39%
	b. Sales (Sales to related parties / Total Sales)	1.18%	2.01%
	c. Loans & advances (Loans & advances given to related parties / Total Loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	-	-



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE.****Essential Indicators**

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	<b>FY 2024-25</b> (₹ in lakhs)	<b>FY 2023-24</b> (₹ in lakhs)	<b>Details of improvements in environmental and social impacts</b>
R&D	554.33	540.03	Most of our products are used by children/students. Our R&D efforts are dedicated to make the products user friendly, safe and non-toxic.
Capex	-	-	-

- 2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) – Yes.**  
**b. If yes, what percentage of inputs were sourced sustainably? – 70%**
- 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**
- a. Plastic waste from rejection, reprocessed finished goods is collected and sent for recycling or co-processing. This is being done either internally (Re-cycle) or through Authorized third parties.
- b. Company disposes E-waste as per in-country or local regulations.
- c. Hazardous waste is being disposed as per the Hazardous Waste Management Rules.
- d. The Other waste are disposed as per Regulations devised by Local Regulatory Bodies.
- 4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes. EPR is applicable to company activities. All plastic waste generated internally is disposed through authorized vendors. The Company complies with all the conditions of EPR defined under Plastic Waste Management Rules.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS.

#### Essential Indicators

##### 1. a. Details of measures for the well-being of employees

###### % of employees covered by

Category	Total (A)	Heath Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	905	905	100%	905	100%	0	0%	0	0%	0	0%
Female	58	58	100%	58	100%	58	100%	0	0%	58	100%
Total	963	963	100%	963	100%	58	6%	0	0%	58	6%
Other than Permanent employees											
Male	88	88	100%	88	100%	0	0%	0	0%	0	0%
Female	3	3	100%	3	100%	3	100%	0	0%	3	100%
Total	91	91	100%	91	100%	3	3%	0	0%	3	100%

##### b. Details of measures for the well-being of workers

###### % of workers covered by

Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care facilities	
		Number B	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	105	105	100%	105	100%	0	0%	0	0%	0	0%
Female	6	6	100%	6	100%	6	100%	0	0%	6	100%
Total	111	111	100%	111	100%	6	5%	0	0%	6	5%
Other than Permanent workers											
Male	0	0	0%	0	0%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	0	0	0%	0	0%	0	0%	0	0%	0	0%

##### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	<b>FY 2024-25</b>	<b>FY 2023-24</b>
Cost incurred on well-being measures as a % of total revenue of the Company	0.15%	0.12%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## 2. Details of retirement benefits, for Current FY and Previous Financial year

Benefit	FY 2024-25			FY 2023-24		
	No. of employers covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employers covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	99.43%	100%	Y	99.50%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	29%	67%	Y	47%	64%	Y
Others - Please specify	0	0	-	0	0	-

\* Note - We have 6 Japanese Expats on our roll. India Government is having SSA with Japan and accordingly they do not come under the purview of Provision of Employee's Provident Fund and Misc provision act. Hence, they are not considered as PF covered employees.

## 3. Accessibility of workplaces

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

All the plants and Head offices are accessible to differently abled employees and workers. The Company is continuously working towards improving infrastructure for the easement in accessibility to the differently abled employees.

## 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Principle 2 of the Company's Code of Conduct emphasizes on respect for human rights and personality which talks about no discrimination based on disability. Company's code of conduct is available on <https://www.kokuyocamlin.com/code-of-conduct>.

## 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Genderh	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

## 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, concerned worker/ employee can approach immediate superior. If not resolved employee can escalate to Head of the Department (HOD) and / or HR dept. if not satisfied, then can write on Kokuyo Group Hotline.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 7. Membership of employees and worker in association(s) or Unions recognised by the listed entity.

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category	No. of employees/ workers in respective category, who are part of association(s) or Union	% (B/A)	Total employees / workers in respective category	No. of employees / workers in respective category, who are part of association(s) or Union	% (D/C)
	(A)	(B)		(C)	(D)	
<b>Total Permanent Employees</b>	<b>963</b>	<b>0</b>	<b>0%</b>	<b>867</b>	<b>0</b>	<b>0%</b>
Male	905	0	0%	809	0	0%
Female	58	0	0%	58	0	0%
<b>Total Permanent Workers</b>	<b>111</b>	<b>111</b>	<b>100%</b>	<b>104</b>	<b>104</b>	<b>100%</b>
Male	105	105	100%	97	97	100%
Female	6	6	100%	7	7	100%

### 8. Details of training given to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		on Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
<b>Employees</b>										
Male	993	993	100%	993	100%	947	947	100%	947	100%
Female	61	61	100%	61	100%	59	59	100%	59	100%
<b>Total</b>	<b>1054</b>	<b>1054</b>	<b>100%</b>	<b>1054</b>	<b>100%</b>	<b>1006</b>	<b>1006</b>	<b>100%</b>	<b>1006</b>	<b>100%</b>
<b>Workers</b>										
Male	105	105	100%	105	100%	109	109	100%	109	100%
Female	6	6	100%	6	100%	7	7	100%	7	100%
<b>Total</b>	<b>111</b>	<b>111</b>	<b>100%</b>	<b>111</b>	<b>100%</b>	<b>116</b>	<b>116</b>	<b>100%</b>	<b>116</b>	<b>100%</b>

### 9. Details of performance and career development reviews of employees and worker

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No.(D)	% (D/C)
<b>Employees</b>						
Male	993	993	100%	947	947	100%
Female	61	61	100%	59	59	100%
<b>Total</b>	<b>1054</b>	<b>1054</b>	<b>100%</b>	<b>1006</b>	<b>1006</b>	<b>100%</b>
<b>Workers</b>						
Male	105	105	100%	109	109	100%
Female	6	6	100%	7	7	100%
<b>Total</b>	<b>111</b>	<b>111</b>	<b>100%</b>	<b>116</b>	<b>116</b>	<b>100%</b>

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**10. Health and safety management system:**

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

The Safety and Health Management System covers activities across all Manufacturing locations and ensures the protection of Environment and Health and Safety of its Employees, Contractors, Visitors and relevant stakeholders.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

As an IMS certified organization, the Company has Hazard Identification and Risk Assessment (HIRA) Register to identify hazards and risks related to each activity department-wise covering routine and non-routine activities.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes. The employees are encouraged to report all near miss, unsafe acts and similar situations through suggestion box and in safety committee meetings etc.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes. All employees are covered under Health insurance Scheme / ESI scheme.

**11. Details of safety related incidents, in the following format**

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0.20
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	1

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

The Company has a Steering Committee, chaired by Senior Management Committee Officers. The Committee reviews and monitors the sustainability, safety, health and environmental policies and activities of the Company on behalf of the Board to ensure that the Group is in compliance with appropriate laws and legislation. The committee's primary goal is to ensure that the organization provides a safe and healthy workplace for its employees, visitors, and customers. The Company has integrated Safety, Health & Environment policy. The data associated with key lead and lag measures are captured through various predefined reports and log sheets to track the performance. For data analysis, tools like trends analysis, Root Cause Analysis and comparative performance analysis are used to assess current performance and the improvements required.



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 13. Number of Complaints on the following made by employees and workers.

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remark
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

### 14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices working conditions	100 % (Training/ awareness/ technological upgradation/ review at senior level and Steering committee. The Company is committed to its Zero Harm to life. ISO 9001:2015, 14001:2015 & 45001:2018 Certification Audits conducted at each site annually to evaluate Health, Safety and Environment Management system in the organization.)

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

All incidents are investigated by cross-functional team. All critical factors involved in an incident are determined through root cause analysis & investigation and corrective / preventive actions are identified to prevent recurrence. The detailed investigation and root causes identified by cross-functional team are reviewed by the Senior management. Learning from incident is further discussed in the morning safety meeting, toolbox talk, safety committee meet etc. to bring awareness and prevent recurrence of incidents.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS.****Essential Indicators****1. Describe the processes for identifying key stakeholder groups of the entity.**

The Company has identified its internal and external stakeholders and endeavours to maintain healthy engagement with these stakeholders which allows participation and collaboration wherever possible.

**2. List stakeholder groups identified as key for the Company and the frequency of engagement with each stakeholder group.**

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/ Others-please specify)	Purpose and Scope of engagement including key topics and concerns raised during such engagement.
Employees	No	Direct, Emails, Website, Trainings	Regular	Employee's growth in terms of their career, professional development, continuing education and skill training
Suppliers	No	Direct, Emails, 'Vendor Sampark'- an inhouse portal developed for vendor management	Regular / Periodic	Understand the Need and expectation, supply chain issue, awareness and other trainings, Regulatory compliance etc.
Stockists & Dealers	No	Emails, 'Sampark'- an inhouse portal developed for order processing with distributors	Regular / Periodic	Understand the Need and expectation, awareness and other trainings, smooth distribution network
Customers	No	Emails, Advertisements, website, social media	Regular	Customer satisfaction and feedback, product awareness
Shareholders/ investors	No	Annual General meeting, Email, Newspaper, Submissions on Stock Exchange, company website Advertisement	Annual / Quarterly /Periodic	Update the progress of the Company, Understand their expectations
Community	Yes	Advertisements, Website, social media	Regular	CSR Interventions and its benefits to the Community
Regulatory authority	No	Statutory filings	Periodic	Compliance and reporting requirement

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### PRINCIPLE 5 : BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS.

#### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format.

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	963	963	100%	867	867	100%
Other than permanent	91	91	100%	139	139	100%
<b>Total Employees</b>	<b>1054</b>	<b>1054</b>	<b>100%</b>	<b>1006</b>	<b>1006</b>	<b>100%</b>
<b>Workers</b>						
Permanent	111	111	100%	104	104	100%
Other than permanent	0	0	100%	12	12	100%
<b>Total Workers</b>	<b>111</b>	<b>111</b>	<b>100%</b>	<b>116</b>	<b>116</b>	<b>100%</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wages		Total D	Equal to Minimum Wage		More than Minimum Wages	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No.(F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	905	0	0%	905	100%	809	0	0%	809	100%
Female	58	0	0%	58	100%	58	0	0%	58	100%
<b>Other than Permanent</b>										
Male	88	0	0%	88	100%	138	0	0%	138	100%
Female	3	0	0%	3	100%	1	0	0%	1	100%
<b>Workers</b>										
<b>Permanent</b>										
Male	105	0	0%	105	100%	97	0	0%	97	100%
Female	6	0	0%	6	100%	7	0	0%	7	100%
<b>Other than Permanent</b>										
Male	0	0	0%	0	0%	12	0	0%	12	100%
Female	0	0	0%	0	0%	0	0	0%	0	0%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## 3. Details of remuneration/Salary/Wages, in the following format:

## a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category (₹ In Lakhs)	Number	Median remuneration/salary/wages of respective category (₹ In Lakhs)
Board of Directors (BOD) (Whole time Directors)	3	159.31*	0	NA
Key Management Personnel (excluding KMP already covered under Board of Directors)	2	53.80^	0	NA
Employees other than BOD and KMP	989	3.33	61	6.17
Workers	105	3.16	6	4.38

\*The median is calculated basis the actual remuneration paid to Directors during the year.

^The median is calculated basis the actual remuneration paid to KMPs during the year.

## b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	6.16%	7.46%

## 4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

The Chief Human Resources Officer who is responsible for the human resources function shall oversee and address any issue arising from any human rights impact or issues caused or contributed to by the business.

## 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Employee can approach immediate superior if not resolved employee can escalate to Head of the Department (HOD) and / or HR department if not satisfied, then he/she can write on Kokuyo Group hotline.

## 6. Number of Complaints on the following made by employees and workers.

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	1	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	1
Complaints on POSH as a % of female employees / workers	0%	1.54%
Complaints on POSH upheld	0	1

### 8. Mechanisms to prevent adverse consequences to the Complainant in discrimination and harassment cases.

The Company has Whistle Blower policy at place.

### 9. Do human rights requirements form part of your business agreements and contracts?

No

### 10. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%. The Company has policies on human rights which are applicable to all its employees. The Company has processes in place to confirm the compliance of applicable laws at the time of joining employment and thereafter the Company monitors its compliances throughout their employment.
Forces/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Other-please specify	

### 11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.

Not Applicable



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT.

## Essential Indicators

## 1. Details of total energy consumption (in Joules or Multiples) and energy intensity, in the following format

Parameter	FY 2024-25	FY 2023-24
<b>From renewable sources (in GJ)</b>		
Total electricity consumption (A)	7614.56	4624.86
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>7614.56</b>	<b>4624.86</b>
<b>From non-renewable sources (in GJ)</b>		
Total electricity consumption (D)	11812.56	13867.29
Total fuel consumption (E)	4578.37	4191.65
Energy consumption through other sources (F)	-	-
<b>Total energy consumption from non-renewable sources (D+E+F)</b>	<b>16390.93</b>	<b>18058.94</b>
<b>Total energy consumed (A+B+C+ D+E+F) (in GJ)</b>	<b>24005.49</b>	<b>22683.8</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)	<b>0.31 GJ / ₹ lakhs</b>	<b>0.28 GJ / ₹ lakhs</b>
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)*	<b>6.50 GJ / \$ lakhs</b>	<b>5.74 GJ / \$ lakhs</b>
<b>Energy intensity in terms of Physical Output</b>	<b>3.58 GJ / tonne</b>	<b>2.72 GJ / tonne</b>

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the IMF for India which is 20.66.

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) if yes, name of the external agency. No

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any: No
3. Provide details of the following disclosures related to water, in the following format.

Parameter	FY 2024-25	FY 2023-24
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	55700	50864
(ii) Groundwater	0	0
(iii) Third party water	60080	54663
(iv) Seawater / desalinated water	0	0
(v) Other	0	0
<b>Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)</b>	<b>115780</b>	<b>105527</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>115780</b>	<b>105527</b>
<b>Water Intensity per rupee of turnover</b> (Total Water consumption / Revenue from operations)	<b>1.52 kilolitres / ₹ lakhs</b>	<b>1.29 kilolitres / ₹ lakhs</b>
<b>Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Water consumption / Revenue from operations adjusted for PPP)	<b>31.37 kilolitres / \$ lakhs</b>	<b>26.72 kilolitres / \$ lakhs</b>
<b>Water intensity in terms of Physical Output</b>	<b>17.26 kilolitres / tonne</b>	<b>26.72 kilolitres / tonne</b>

**Note :** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
i. To Surface water		
- No treatment	NA	NA
- With treatment – please specify level of treatment	26400	27648
ii. To Groundwater		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iii. To Seawater		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iv. Sent to third-parties		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
v. Others		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
- <b>Total water discharged (in kilolitres)</b>	<b>26400</b>	<b>27648</b>

**Note :** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

### 5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation. All the waste water is collected and treated in STP/ETPs and all the parameters are maintained as defined by State Pollution Control Board.

### 6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format

Parameter	Please specify unit for FY 2023-24	FY 2024-25	FY 2023-24*
NOx	≤80 µg/m <sup>3</sup>	15.07	62.06
SOx	≤80 µg/m <sup>3</sup>	11.01	20.11
Particulate matter (PM)	≤100 µg/m <sup>3</sup>	52.16	26.70
Persistent organic Pollutants (POP)	---	NA	NA
Volatile organic compounds (VOC)	---	NA	NA
Hazardous air pollutants (HAP)	---	NA	NA
Others - please specify	---	NA	NA

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: Yes. Emission parameters tested and assured by State Pollution Control Board Approved Lab

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format**

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	306.24	232.34
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	2985.95	3505.34
<b>Total Scope 1 and Scope 2 emissions</b>	Metric tonnes of CO <sub>2</sub> equivalent	<b>3292.19</b>	<b>3737.68</b>
<b>Total Scope 1 and Scope 2 emissions intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO <sub>2</sub> equivalent	<b>0.04 / ₹ lakhs</b>	<b>0.04 / ₹ lakhs</b>
<b>Total Scope 1 and Scope 2 emissions intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of CO <sub>2</sub> equivalent	<b>0.89 / \$ lakhs</b>	<b>0.95 / \$ lakhs</b>
<b>Total Scope 1 and Scope 2 emissions intensity in terms of physical output</b>	Metric tonnes of CO <sub>2</sub> equivalent	<b>0.49 / tonne</b>	<b>0.45 / tonne</b>

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Yes, we have installed ground mounted 517 KWp , ground mounted solar plant to increase the generation of electricity by using Solar energy.

**9. Provide details related to waste management by the entity, in the following format.**

Parameter	FY 2024-25	FY 2023-24
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	160.47	165.84
E-waste (B)	43.7	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any (G)	0.559	0.518
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	324.2	333.19
<b>Total (A+B+C+D+E+F+G+H) (in metric tonnes)</b>	<b>528.93</b>	<b>499.55</b>
<b>Waste intensity per rupee of turnover</b> (Total Waste generated / Revenue from operations)	<b>0.007 MT / ₹ lakhs</b>	<b>0.006 MT / ₹ lakhs</b>
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Waste generated / Revenue from operations adjusted for PPP)	<b>0.14 MT / \$ lakhs</b>	<b>0.13 MT / \$ lakhs</b>
<b>Waste intensity in terms of physical output</b>	<b>0.08 MT / tonne</b>	<b>0.06 MT / tonne</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycles	0	0
(ii) Re-used	43.7	6.5
(iii) Other recovery operations	0	0
<b>Total (A+B+C+D+E+F+G+H)</b>	<b>43.7</b>	<b>6.5</b>

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

Parameter	FY 2024-25	FY 2023-24
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	0.56	0.52
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
<b>Total</b>	<b>0.56</b>	<b>0.52</b>

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

- 10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

At our establishments, we follow a structured waste management approach that includes segregation at source, proper labelling, and safe storage of hazardous, non-hazardous, and recyclable wastes. All hazardous wastes are disposed of through authorized vendors as per regulatory norms, while non-hazardous and recyclable wastes are sent for reuse or recycling. To reduce the usage of hazardous and toxic chemicals, we continuously explore and adopt safer alternatives, optimize formulations, and implement green chemistry principles. Regular training, monitoring, and internal audits ensure effective waste minimization and compliance with environmental standards.

- 11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format.**

S. No.	Location of operations/offices	Type of operations	Whether the conditions or environmental approval / clearance are being complied with? (Y/N) If No, the reasons thereof and corrective action taken, if any
Not Applicable			

- 12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No.)	Results communicated in public domain (Yes/No)	Relevant b Link
Not Applicable					

- 13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format.**

S. No.	Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes. The Company is compliant with all applicable regulations in India				

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT.****Essential Indicators****1. a. Number of affiliations with trade and industry chambers/associations.**

The Company is a member of 7 (Seven) Trade & Industry Chambers as mentioned in Sr. no. (b) below:

**b. List the top 10 trade and industry chambers/associations determined based on the total members of such body the entity is a member of/affiliated to.**

S. No.	Name of the trade and industry chambers/association	Reach of trade and industry chambers/associations (State/National)
1	Art and Creative Material Institute Inc.	International
2	Honorary Consular Corps Diplomatie-India	International
3	Federation of Indian Chamber of Commerce & Industries (FICCI)	National
4	Indian Merchants' Chambers (IMC)	National
5	Indian Institute of Packaging	National
6	Bureau of Indian Standards	National
7	Tarapur Industrial Manufacturer Association (TIMA)	State

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.** Not Applicable**PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT.****Essential Indicators****1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not Applicable					

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format.**

S. No.	name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

**3. Describe the mechanisms to receive and redress grievances of the community.**

The Company is responding to any complaint / grievance / suggestion received from the local community where operative and as a responsible corporate citizen, endeavours to act upon it in the best interest of the Company and the Community. The contact details are available on the Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com).



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/small producers	14%	19%
Sourced directly from within India	95%	92%

### 5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY 2024-25	FY 2023-24
Rural	9.74%	9.34%
Semi – Urban	14.88%	21.11%
Urban	41.19%	36.88%
Metropolitan	34.19%	32.66%

(Place to be categorized as per RBI Classification system – rural/semi-urban/urban/metropolitan)

## PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER.

### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company believes that the customers are the key source of inputs on products quality & services. To facilitate customer interactions, the Company has dedicated Customer Support Desk. Customer contact mechanism is mentioned on all our packs, customers can register their queries, grievances, suggestions on telephone or e-mail. The Company also has a well-established protocol to address all the queries / suggestions /grievances received from customers. Customer queries /complaints are immediately addressed by quality team through personal visits or telecom. Customer Support Desk coordinates with all stakeholders for timely resolution of customer feedback. In-case of complaints, once the initial analysis is done, Quality team further investigates the complaints. Root cause analysis and corrective / preventive actions are taken. Complaint Sample/ feedback is shared with shop floor team to sensitize on the nature of complaint and avoid reoccurrence. In case of genuine complaints, timely product replacements are provided to customers to ensure customer confidence and trust.

#### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about.

Environmental and social parameters relevant to the product	Products of the Company carry all the essential information required under applicable laws, rules and regulations. Company's products carry various certification marks e.g. i) CE which is European Union standard for affirmation on safety, health and environmental protection standards ii) ISI mark which is standards compliance mark certifying that the product conforms to an Indian Standards developed by Bureau of Indian Standards (BIS). Further all the products with plastic packaging carries plastic recycle marks.
safe and responsible usage	
Recycling and/or safe disposal	

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**3. Number of consumer complaints in respect of the following.**

	FY 2024-25		Remarks	FY 2023-24		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	132	1	-	171	1	-

**4. Details of instances of product recalls on account of safety issues.**

	Number	Reasons for recall
Voluntary recalls	0	No Voluntary product recalls initiated for the reason of safety issues
Forced recalls	0	No forced recalls done for the reason of safety issues

- 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:** No
- 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.** Not applicable
- 7. Provide the following information relating to data breaches:**
- Number of instances of data breaches:** Nil
  - Percentage of data breaches involving personally identifiable information of customers:** Not Applicable
  - Impact, if any, of the data breaches:** Not Applicable

# INDEPENDENT AUDITOR'S REPORT

## To the Members of Kokuyo Camlin Limited

### Report on the Audit of the Financial Statements

#### QUALIFIED OPINION

We have audited the accompanying financial statements of Kokuyo Camlin Limited (the "Company") which comprise the balance sheet as at 31 March 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### BASIS FOR QUALIFIED OPINION

During the year, the management had identified discrepancies between physical quantity recorded in the books of account and the physical inventory. Accordingly, an expense (including indirect taxes) of ₹ 2,356.81 lakhs has been recognised for the year ended 31 March 2025. Management has not identified the possible impact, if any, of the discrepancy on the prior periods presented or opening balances as at 1 April 2023. As a result, no adjustment is made to the comparative information.

This constitutes a departure from Indian Accounting Standard prescribed under section 133 of the Companies Act, 2013 ("the Act") which requires correction of material prior period errors retrospectively.

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section, we have determined matters described below to be the key audit matters to be communicated in our report.

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

**REVENUE FROM CONTRACT WITH CUSTOMERS - TIMING AND DISCOUNTS, INCENTIVES AND REBATES**

See Notes 2(d), 22 and 38 to the financial statements

The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> <li>Revenue from the sale of goods is recognised when the control of the goods has passed to the customers, which is on dispatch/delivery of the goods. There is a risk of overstatement of revenue throughout the year and as at the year end to achieve performance targets.</li> <li>Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales. The estimation of discounts, incentives and rebates is significant and considered to be complex. There is a risk that revenue may be overstated through incorrect estimation of the discounts, incentives and rebates recognised to achieve performance targets throughout the year and as at the year end.</li> </ul> <p>Accordingly, revenue recognition including discounts, incentives and rebates is a key audit matter.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>We have assessed the Company's accounting policies with respect to revenue recognition, discounts, incentives and rebates by comparing with applicable accounting standards.</li> <li>We have assessed the design and implementation and tested the operating effectiveness of the Company's internal controls over recording revenue and estimating and recording the amount of accrual for schemes and discounts.</li> <li>We have tested, by selecting statistical samples, underlying documentation/records for sales transactions recorded throughout the year and as at year end to determine whether revenue has been recognised in the correct period.</li> <li>We have tested, by selecting statistical samples, the underlying documentation for discounts, incentives and rebates recorded and disbursed during the year.</li> <li>We have assessed the Company's computations for accrual of discounts, incentives and rebates, on a sample basis, and compared the accruals made with the approved schemes and underlying documents.</li> <li>We have compared past trends of payments and reversals of provisions for discounts, incentives and rebates to evaluate the historical accuracy of provisions made.</li> <li>We have assessed manual journals posted to revenue to identify unusual or irregular items.</li> </ul>

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

### DETERMINATION OF EXISTENCE AND NET REALISABLE VALUE OF INVENTORY

See Notes 2(n) and 8 to the financial statements

The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> <li>Inventories represent 33.04% of total assets of the Company as at March 31, 2025. Such inventories are held across various factories, warehouses and third party locations as at the reporting date. Considering the number of locations and the level of inventory held across these locations, as well as discrepancies pertaining to inventory identified by management during the year, the risk of existence of such inventory is a significant area of audit importance.</li> <li>Further, the inventory valuation also requires management estimates towards write-down of inventory items to its net realizable value (wherever applicable) and estimate is required to assess net realizable value for slow moving or non-moving inventory including obsolescence risk.</li> <li>Considering the relative significance of the Inventory to the Financial statements, we have considered the existence of Inventory and net realizable value of slow / non-moving inventory and obsolescence as key audit matter.</li> </ul>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>We have assessed the Company's policies for inventory measurement and physical verification of inventory.</li> <li>We have assessed the design and implementation and tested the operating effectiveness of the Company's controls over the assessment and recording of inventory count process and estimating net realisable value of inventory.</li> <li>We observed the inventory count process as at the year end at factories, job-workers and selected depots on a sample basis, inspected the results of the inventory count and assessed the variances from books of account including accounting of such variances.</li> <li>We obtained independent confirmations for inventory lying with third parties.</li> <li>We assessed the adjustments to bring down the cost of inventory items to their net realisable value at the reporting date is appropriate by assessing the methodology and assumptions adopted by management in this regard including the related adjustments by testing a sample of inventory items as at the reporting date.</li> <li>We have compared the historical trend of Company's estimates against actual outcomes to assess the impact of bringing down the cost of inventory items to their net realisable value.</li> </ul>

### OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.



## INDEPENDENT AUDITOR'S REPORT (CONTD.)

### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and, except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

except for the matter described in the Basis for Qualified Opinion paragraph and the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d. Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. The matter described in the Basis for Qualified Opinion paragraph above and Adverse Opinion paragraph in "Annexure B" with respect to adequacy and operating effectiveness of the internal financial controls with reference to financial statements of the Company, in our opinion, may have an adverse effect on the functioning of the Company.
- f. On the basis of the written representations received from the directors as on 7 April 2025 to 28 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- g. The qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above, in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act, paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and Adverse Opinion paragraph in "Annexure B" with respect to adequacy and operating effectiveness of the internal financial controls with reference to financial statements of the Company.
- h. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its financial statements - Refer Notes 21, 28 and 29 to the financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d. (i) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 41 a to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 41 b to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide

any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- f. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account relating to general ledger and payroll records. These softwares have a feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the respective softwares except:
  - In respect of the accounting software used for maintaining general ledger, the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
  - Further, based on our examination, for the accounting software used for maintaining the books of account relating to payroll, which is operated by a third-party software service provider, in the absence of independent auditor's reports in relation to controls at service organisations, we are unable to comment whether the said software has the feature of recording audit trail (edit log) facility or whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

Additionally, except where audit trail (edit log) facility was not enabled and operated in previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Maulik Jhaveri**

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQS3046

Place : Mumbai

Date : 28 May 2025

# ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

on the Financial Statements of Kokuyo Camlin Limited for the year ended 31 March 2025

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified by the management every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is not reasonable and procedures and coverage as followed by management were not appropriate. In the case of two classes of inventory the discrepancies noticed on verification between the physical stocks and the book records were more than 10% in the aggregate and these have been properly dealt with in the books of account.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods

and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Excise Duty, Local Body Tax, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount Demanded (₹ in Lakhs)	Amount Paid (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income Tax	2,116.42	-	AY 2017-18 and AY 2018-19	CIT (Appeals)
Income tax Act, 1961	Income Tax	97.78	-	AY 2021-22	ITAT
Customs Act 1962	Custom Duty (including interest and penalty, if applicable)	186.9	-	8 Feb 2018 to FY 2020-21	CESTAT (Mumbai)
Central Excise Act, 1944	Excise duty (including Interest and penalty, if applicable)	53.6	32.97	April 1990 to Feb 1995	Mumbai High Court
Central Excise Act, 1944	Excise duty (including Interest and penalty, if applicable)	9.05	-	Jan 1991 to June 1991	The Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
Central Excise Act, 1944	Excise duty (including Interest and penalty, if applicable)	790.38	79.03	April 2008 to Jan 2013	The Customs, Excise and Service Tax Appellate Tribunal (CESTAT)



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

Name of the statute	Nature of the dues	Amount Demanded (₹ in Lakhs)	Amount Paid (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Local Body Tax	Local Body Tax including interest and penalty	481.09	119.06	FY 2015-16 & FY 2016-17	Commissioner (Appeals)
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	549.63	148.45	FY 1995-96, FY 1998-99 to FY 2001-02, FY 2004-05 to FY 2005-06, FY 2007-08, FY 2010-11, FY 2011-12	Commissioner Appeals
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	55.08	53.31	FY 1996-97, FY 1997-98, FY 2000-01, FY 2007-08 & FY 2008-09	Sales Tax– Tribunal
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	5.39	-	FY 2009-10, FY 2011-12 & FY 2016-17	Assessing officer
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	92.71	8.02	FY 1995-96, FY 1998-99 to FY 2001-02, FY 2004-05 to FY 2007-08, FY 2010-11 & FY 2011-12	Commissioner Appeals
Goods and Service Tax Act, 2017	Goods and Service Tax Act	194.2	8.7	FY 2017-18 & FY 2020-21	First Appellate
Goods and Service Tax Act, 2017	Goods and Service Tax Act	1,328.76	65	FY 2017-18 to FY 2022-23	Commissioner Appeals

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year and the term loans obtained in the previous periods were fully utilised in the respective periods. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year except that

the Company following an internal assessment, suo moto, had identified discrepancies of ₹ 2,356.81 lakhs between physical quantity recorded in the books of account and the physical inventory (including indirect tax impact). The Company appointed an external firm to carry out forensic audit and terminated the services of the concerned employees .

- (b) A report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and

payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Maulik Jhaveri**

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQS3046

Place: Mumbai

Date : 28 May 2025

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

on the Financial Statements of Kokuyo Camlin Limited for the year ended 31 March 2025

### Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### ADVERSE OPINION

We have audited the internal financial controls with reference to financial statements of Kokuyo Camlin Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, because of the effects of the material weaknesses described in paragraph (a) of Basis for Adverse Opinion section below on the achievement of the objectives of the control criteria, the Company has not maintained adequate internal financial controls with reference to financial statements and because of the effects of the material weaknesses described in paragraphs (a) and (b) of Basis for Adverse Opinion section below, such internal financial controls with reference to financial statements were not operating effectively as of 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

We have considered the material weaknesses identified and reported below in the Basis for Adverse Opinion paragraph in determining the nature, timing, and extent of audit tests applied in our audit of the 31 March 2025 financial statements of the Company, and these material weaknesses have affected our opinion on the financial statements of the Company, and we have issued a qualified opinion on the financial statements.

#### BASIS FOR ADVERSE OPINION

(a) According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31 March 2025:

The Company did not have an appropriate internal control system:

- For creation and alteration of Bill of Material (BOM) which could potentially result into in the Company incorrectly valuing its inventory of work-in-progress and finished goods;

- For approval for recording difference exceeding the tolerance level between actual and standard consumption in the books of account which could potentially result into incorrect consumption being recorded.
- For certain General IT controls which, collectively, could potentially result in unauthorized access and changes in Company's IT systems.

(b) According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls with reference to financial statements as at 31 March 2025:

- The Company's internal control system for approval of physical movement of goods from stores to production was not operating effectively which could potentially result into incorrect consumption being recorded.
- The Company's internal control system for approval of purchase orders by the person other than the creator of the purchase order and of a designated authority was not operating effectively which could potentially result in unauthorized purchases being recorded.
- The Company's internal control system for physical verification of inventory lying at job workers' location was not operating effectively which has resulted in physical verification not performed as per the approved frequency.

#### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse audit opinion on the Company's internal financial controls with reference to financial statements.

**MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Maulik Jhaveri**

Partner

Membership No.: 116008

ICAI UDIN:25116008BMOJQS3046

Place : Mumbai

Date : 28 May 2025

# BALANCE SHEET

AS AT 31 MARCH 2025

(Currency : Indian Rupees in Lakhs)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
<b>A ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	4A	12,709.61	12,498.81
(b) Capital work-in-progress	4C	-	2.31
(c) Right of use assets	4E	2,978.88	3,314.98
(d) Investment property	4D	2.73	2.73
(e) Intangible assets	4B	224.82	272.15
(f) Financial assets			
(i) Investments	5	1,625.60	983.42
(ii) Other financial assets	6	307.98	293.65
(g) Income tax assets (net)		518.13	355.90
(h) Other non-current assets	7	790.44	577.11
<b>Total non - current assets (1)</b>		<b>19,158.19</b>	<b>18,301.06</b>
<b>2 Current Assets</b>			
(a) Inventories	8	15,032.09	19,067.20
(b) Financial assets			
(i) Trade receivables	9	7,600.66	8,266.50
(ii) Cash and cash equivalents	10	724.19	945.79
(iii) Bank balances other than cash and cash equivalents	11	50.23	24.64
(c) Other current assets	12	2,932.69	2,700.26
<b>Total current assets (2)</b>		<b>26,339.86</b>	<b>31,004.39</b>
<b>TOTAL ASSETS (1+2)</b>		<b>45,498.05</b>	<b>49,305.45</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity share capital	13	1,003.04	1,003.04
(b) Other equity	14	29,241.91	28,629.67
<b>Total equity (1)</b>		<b>30,244.95</b>	<b>29,632.71</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	4F	1,027.96	1,299.26
(ii) Other financial liabilities	15	12.50	-
(b) Provisions	16	670.52	600.61
(c) Deferred tax liabilities (net)	32	141.25	238.70
<b>Total Non - current liabilities (2)</b>		<b>1,852.23</b>	<b>2,138.57</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Short term borrowings	17	4,111.07	6,507.99
(ii) Lease liabilities	4F	271.41	226.51
(iii) Trade payables	18		
Total outstanding dues of micro enterprises and small enterprises		374.61	687.37
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,898.54	5,942.75
(iv) Other financial liabilities	19	2,466.56	2,912.43
(b) Other current liabilities	20	1,109.14	757.89
(c) Provisions	21	169.54	183.12
(d) Current tax liabilities (net)		-	316.11
<b>Total Current Liabilities (3)</b>		<b>13,400.87</b>	<b>17,534.17</b>
<b>TOTAL EQUITY AND LIABILITIES (1+ 2+ 3)</b>		<b>45,498.05</b>	<b>49,305.45</b>
<b>Material Accounting Policies</b>	1-3		

The accompanying notes form an integral part of the financial statements.  
As per our report of even date attached

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kokuyo Camlin Limited  
CIN : L24223MH1946PLC005434

**Maulik Jhaveri**  
Partner  
Membership No: 116008

**Satish Veerappa**  
Managing Director  
DIN: 00507955

**Nandini Chopra**  
Non- Executive Director  
DIN: 07891312

**Dilip Dandekar**  
Chairman & Non - Executive Director  
DIN: 00846901

**Nilesh Kumar Choudhary**  
Chief Financial Officer  
Membership No: 061211

**Vipul Bhoj**  
Company Secretary &  
Compliance Officer  
Membership No: 44964

**Shriram Dandekar**  
Vice Chairman & Non-Executive Director  
DIN: 01056318

Mumbai: 28 May 2025

Mumbai: 28 May 2025



# STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH 2025

(Currency : Indian Rupees in Lakhs)

Particulars	Note No.	Year end 31 March 2025	Year ended 31 March 2024
<b>REVENUE</b>			
I Revenue from operations	22	76,252.88	81,589.33
II Other income	23	74.86	567.59
<b>III Total Income (I + II)</b>		<b>76,327.74</b>	<b>82,156.92</b>
<b>IV EXPENSES</b>			
(a) Cost of materials consumed	24(A)	30,679.58	32,270.68
(b) Purchases of stock-in-trade	24(B)	16,447.04	19,181.73
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	24(C)	1,981.34	(2,098.06)
(d) Employee benefits expense	25	9,846.89	9,448.10
(e) Finance costs	26	461.08	422.03
(f) Depreciation and amortisation expense	4	2,120.81	1,866.22
(g) Other expenses	27	13,916.18	15,127.99
<b>Total Expenses (IV)</b>		<b>75,452.92</b>	<b>76,218.69</b>
<b>V Profit before tax (III - IV)</b>		<b>874.82</b>	<b>5,938.23</b>
<b>VI Tax expense</b>	32		
(a) Current tax charge		348.27	1,500.60
(b) Deferred tax (credit) / charge		(56.75)	54.43
<b>Total tax expense (VI)</b>		<b>291.52</b>	<b>1,555.03</b>
<b>VII Profit after tax (V - VI)</b>		<b>583.30</b>	<b>4,383.20</b>
<b>VIII Other comprehensive income / (loss) for the year, net of tax</b>		<b>530.46</b>	<b>(506.57)</b>
<b>(i) Items that will not be reclassified to profit or loss</b>			
(a) Remeasurements loss on defined benefit plans		(152.42)	(240.71)
(b) Fair value changes on equity investments		642.18	(290.55)
<b>(ii) Income tax relating to items that will not be reclassified to profit or loss</b>		<b>40.70</b>	<b>24.69</b>
<b>IX Total comprehensive income for the year</b>		<b>1,113.76</b>	<b>3,876.63</b>
<b>X Earnings per equity share (Face value Re. 1/- each)</b>			
Basic (in ₹)	33	0.58	4.37
Diluted (in ₹)		0.58	4.37
<b>Material Accounting Policies</b>	1-3		

The accompanying notes form an integral part of the financial statements.  
As per our report of even date attached

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Chartered Accountants  
Firm's Registration No: 101248W/W-100022

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**Shriram Dandekar**  
Vice Chairman & Non-Executive Director  
DIN: 01056318

Mumbai: 28 May 2025

Mumbai: 28 May 2025

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025

(Currency : Indian Rupees in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>Profit before tax for the year</b>	874.82	5,938.23
<b>Adjustments for :</b>		
Depreciation and amortisation expense	2,120.81	1,866.22
Unrealised foreign exchange loss / (gain)	7.18	(10.02)
Finance costs	461.08	422.03
Interest income	(22.28)	(32.90)
Provision for contingencies	-	36.66
Allowances for credit losses on debts (net)	(2.58)	(18.37)
Allowances for credit losses on advances (net)	32.26	12.90
Loss / (profit) on sale of property, plant and equipment and asset held for sale (net)	2.88	(450.29)
<b>Total</b>	<b>3,474.17</b>	<b>7,764.46</b>
<b>Working capital adjustments:</b>		
Decrease/(increase) in trade receivables	666.18	(898.71)
(Increase) / decrease in other financial and current assets	(266.81)	302.35
Decrease/(increase) in inventories	4,035.11	(3,114.51)
(Decrease) in trade payables	(1,361.91)	(719.32)
(Decrease) in provisions	(96.09)	(234.10)
(Decrease) / increase in other financial and current liabilities	(166.98)	126.67
<b>Total</b>	<b>2,809.50</b>	<b>(4,537.62)</b>
<b>Cash generated from operations</b>	<b>6,283.67</b>	<b>3,226.84</b>
Income taxes paid (net)	(830.12)	(1,343.30)
<b>Net cash generated from operating activities</b>	<b>5,453.55</b>	<b>1,883.54</b>
<b>Cash flows from investing activities:</b>		
Purchase of property, plant and equipment [includes movements of capital work-in progress (including capital advances net of capital creditors)]	(2,106.55)	(2,593.85)
Proceeds from sale of property, plant and equipment	25.88	818.56
Investments in bank deposits	(530.80)	(550.69)
Proceeds from redemption of bank deposits	511.37	531.67
Interest received	7.36	27.39
<b>Net cash (used in) investing activities</b>	<b>(2,092.74)</b>	<b>(1,766.92)</b>
<b>Cash flows from financing activities</b>		
(Repayment) / Proceeds of short term borrowings (net)	(2,420.55)	925.64
Interest paid	(286.12)	(327.58)
Repayment of principal towards lease liabilities	(226.40)	(51.86)
Interest paid on lease liabilities	(147.82)	(40.54)
Dividend Paid	(501.52)	(501.52)

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net cash (used in) /generated from financing activities	(3,582.41)	4.14
Net (decrease) / increase in cash and cash equivalents	(221.60)	120.76
Cash and cash equivalents at the beginning of the year	945.79	825.03
Cash and cash equivalents at the end of the year (Refer Note 10)	724.19	945.79

## Notes:

- The Company has elected to present cash flows from Operating activities using indirect method.
- Changes in liabilities arising from financing activities:

Particulars	As at March 31 2024	Cashflows	As at March 31 2025
Current Borrowing (including interest accrued)	6,507.99	(2,396.92)	4,111.07
Particulars	As at March 31 2023	Cashflows	As at March 31 2024
Current Borrowing (including interest accrued)	5,580.71	927.28	6,507.99
3. Refer Note 4F for cash outflows of lease liabilities			
<b>Material Accounting Policies</b>	1-3		

The accompanying notes form an integral part of the financial statements.  
As per our report of even date attached

## For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kokuyo Camlin Limited

CIN : L24223MH1946PLC005434

## Maulik Jhaveri

Partner

Membership No: 116008

## Satish Veerappa

Managing Director

DIN: 00507955

## Nandini Chopra

Non- Executive Director

DIN: 07891312

## Dilip Dandekar

Chairman & Non - Executive Director

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## Nilesh Kumar Choudhary

Chief Financial Officer

Membership No: 061211

## Vipul Bhoy

Company Secretary &

Compliance Officer

Membership No: 44964

## Shriram Dandekar

Vice Chairman & Non-Executive Director

DIN: 01056318

Mumbai: 28 May 2025

Mumbai: 28 May 2025

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

(Currency : Indian Rupees in Lakhs)

## (a) Equity Share Capital

For the year ended 31 March 2025

	Note No.	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	13	1,003.04	1,003.04
Changes in equity share capital during the year		-	-
<b>Balance at the end of the year</b>		<b>1,003.04</b>	<b>1,003.04</b>

For the year ended 31 March 2024

		As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year		1,003.04	1,003.04
Changes in equity share capital during the year		-	-
<b>Balance at the end of the year</b>		<b>1,003.04</b>	<b>1,003.04</b>

## (b) Other equity

	Reserves & surplus				Equity instruments through OCI	Total other equity
	Capital reserve	Securities premium	General reserve	Retained earnings		
<b>Balance at 31 March 2024</b>	<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>7,825.32</b>	<b>883.79</b>	<b>28,629.67</b>
<b>Profit for the year</b>	-	-	-	583.30	-	583.30
Fair value changes on equity instruments through OCI, net of tax	-	-	-	-	644.52	644.52
Remeasurements of defined benefit plan, net of tax	-	-	-	(114.06)	-	(114.06)
Payment of dividend	-	-	-	(501.52)	-	(501.52)
<b>Balance at 31 March 2025</b>	<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>7,793.04</b>	<b>1,528.31</b>	<b>29,241.91</b>
Balance at 1 April 2023	<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>4,123.85</b>	<b>1,210.15</b>	<b>25,254.56</b>
Profit for the year	-	-	-	4,383.20	-	4,383.20
Fair value changes on equity instruments through OCI, net of tax	-	-	-	-	(326.36)	(326.36)
Remeasurements of defined benefit plan, net of tax	-	-	-	(180.21)	-	(180.21)
Payment of Dividend	-	-	-	(501.52)	-	(501.52)
Balance at 31 March 2024	<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>7,825.32</b>	<b>883.79</b>	<b>28,629.67</b>
<b>Material Accounting Policies</b>		1-3				

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

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**Shriram Dandekar**

Vice Chairman & Non-Executive Director

DIN: 01056318

Mumbai: 28 May 2025

Mumbai: 28 May 2025

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

## NOTE 1: BACKGROUND OF THE COMPANY AND MATERIAL ACCOUNTING POLICIES:

### 1 Background of the Company

Kokuyo Camlin Limited (the “Company”) was incorporated in India in 1946 as “Camlin Private Limited” under the Indian Companies Act, 1913. Subsequently, the Company was converted into a Public Limited Company in 1988 as Camlin Limited and was listed on BSE Ltd (BSE) and listed on National Stock Exchange of India Ltd (NSE) in the year 2008. In the year 2011, Kokuyo S&T Co. Ltd, (now Kokuyo Company Limited) a Japanese corporation engaged in the business of stationery, acquired a majority stake in the Company and presently holds 74.44% shares in the Company. The registered office of the Company is located at 48/2, Hilton House, Central Road, MIDC, Andheri (East), Mumbai, India.

Kokuyo Camlin Limited manufactures, sells and trades in scholastic products, writing instruments, notebooks, marker pens, inks, fine-art colours and accessories, hobby colours, pencils and other stationery products.

### 2 Material accounting policies

#### (a) Statement of compliance

These financial statements (hereinafter referred to as “financial statements”) are prepared in accordance with the Indian Accounting Standards (“Ind AS”) as per the Companies (Indian Accounting Standards) Rules, 2015 and presentation requirements of Division II of Schedule III notified under Section 133 of Companies Act, 2013 (“the Act”), amendments thereto and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (“SEBI”), as applicable.

The financial statements for the year ended 31 March 2025 have been reviewed by the Audit Committee and authorised for issue by the Board of Directors of the Company at their meetings held on 28 May 2025.

#### (b) Basis of preparation and measurement

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- (ii) Assets held for sale - measured at the lower of its carrying amount and fair value less costs on disposal of assets and its value in use.
- (iii) Employee’s defined benefit plan as per actuarial valuation.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

#### Material accounting policy information

The Company adopted Disclosure of Accounting policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of ‘material’ rather than ‘significant’ accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

#### Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company’s functional currency. All amounts are mentioned in lakhs and rounded off to 2 decimals unless, otherwise stated.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

## (c) Fair value measurement

The Company measures certain financial instruments, such as derivatives and equity investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability, or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as under, based on the lowest level input that is significant to the fair value measurement as a whole:

- A. Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- B. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- C. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-

assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Further information about the assumptions made in measuring fair value is included in the following notes.

- Note 4D - Investment property
- Note 36 - Financial instruments

## (d) Revenue recognition

### Revenue from Contracts with Customers

Revenue represents amounts received and receivable from third parties for goods supplied to the customers and for services rendered. Revenue is recognised when control of the goods has been transferred to the customer, which happens on dispatch/delivery of the goods.

Revenue is measured at the amount of consideration which the Company expects to receive, net of returns and allowances, trade/cash discounts and volume rebates. Revenue excludes taxes collected from customers on behalf of the government.

Accumulated experience is used to estimate and accrue for the discounts (using the most likely method) and returns considering the terms of the underlying schemes and agreements with the customers. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice. A liability is recognised where payments are received from customers before transferring control of the goods being sold.

### Other Operating revenue

Revenue from sale of scrap is recognised when performance obligation is satisfied, i.e. when control of the goods or services underlying the particular performance obligation is transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

regarding its collection. The amount recognised as revenue is exclusive of goods and service tax (GST).

GST benefits available under prevalent schemes are accrued in the year in which the transactions have occurred and there is no uncertainty in receiving the same.

In case of export benefits, income is recognised on the accrual basis.

## (e) Property, plant and equipment (PPE)

### (i) Recognition and measurement

Freehold land is carried at historical cost less impairment losses, if any. All other items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an item of PPE is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

The initial cost of PPE comprises its purchase price, net of any trade discounts and rebates, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

Subsequent costs incurred are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they were incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of PPE.

Any gain or loss on disposal of an item of PPE is recognised in the Statement of Profit and Loss.

The Company had opted for deemed cost exemption under Ind AS 101 on transition of Ind AS.

### (ii) Expenditure during construction period:

Expenditure/ Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress (CWIP), and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".

### (iii) Depreciation

Depreciation is calculated on cost of items of PPE less their estimated residual values, if any, over their estimated useful lives using the straight line method in the manner and at the rates prescribed by Part 'C' of Schedule II of the Act, except as stated below. Depreciation is charged on a monthly pro-rata basis for assets purchased or sold during the year.

In case of Plant and machinery, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets. The estimated useful lives, residual values and the depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

Such classes of assets and their estimated useful lives are as under:

Nature	Useful life as per Schedule II	Estimated Useful life
Site development	30 years	30 years
Buildings and shed	30 years and 60 years	30 years and 60 years
Plant and machinery	7.5 years to 15 years	7.5 years to 15 years
Office equipment	3 to 6 years	3 to 6 years
ERP Hardware	5 years	5 years
Furniture and fixtures	10 years	10 years
Motor Vehicles	8 to 10 years	8 to 10 years

## (f) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Cost comprises the purchase price (net of tax/ duty credits availed wherever applicable) and any directly attributable cost of bringing the assets to its working condition for its intended use. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an item of intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of such item of intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost of the item can be measured reliably.

The Company had opted for deemed cost exemption under Ind AS 101 on transition of Ind AS.

The useful lives of intangible assets are as mentioned below:

Nature	Useful life as per Schedule II	Estimated Useful life
Licenses and software	5 years	10 years, over the period of the agreement
ERP software	5 years	5 years

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment loss.

## (g) Impairment of non financial assets

The Company's non financial assets are tested for impairment at each reporting date to determine whether there are events or changes in circumstances which indicate that the carrying amount may not be recoverable. Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired.

The recoverable amount is higher of the asset's/ cash-generating unit's net selling price or value in use, i.e. the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss is recognised in the statement of profit and loss if the carrying amount of an asset/cash-generating unit exceeds its estimated recoverable amount. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

recognised. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

## (h) Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the statement of profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## (i) Borrowing cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

## (j) Leases

On inception of a contract, the Company (as a lessee) assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

### As a lessee

As a lessee, the Company recognises a right-of-use asset ("ROU") and a lease liability at the lease commencement date. The ROU is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The ROU and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The ROU is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU or the end of the lease term. The estimated useful life of ROU are determined on the same basis as those of property, plant and equipment. In addition, the ROU is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

Nature	Term (in years)
Land	95, 96 years
Building	5 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the fixed payments, including in substance fixed payments. The lease liability is measured at amortised cost using the effective interest method.

Lease liability have been presented under other financial liabilities and ROU have been separately presented in the Balance Sheet and lease payments are presented in Company's statement of cash flows as follows:

- (i) short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- (ii) payments for the interest element of recognised lease liabilities are included in 'interest paid' within cash flows from financing activities; and
- (iii) payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities.

## Short-term leases and leases of low-value assets

The Company has used number of practical expedients when applying Ind AS 116 :- Short-term leases, leases of low-value assets and single discount rate. The Company has elected not to recognise ROU and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with

these leases as an expense on a straight-line basis over the lease term.

## (k) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both but not for sale in the ordinary course of business, or for use in the production or supply of goods or services or for administrative purpose. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

## (l) Income-tax

Income tax expense comprises of current and deferred tax. It is recognised in the statement of profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

## (i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

## (ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that:
  - is not a business combination; and
  - at the time of the transaction
    - (i) affects neither accounting nor taxable profit or loss and
    - (ii) does not give rise to equal taxable and deductible temporary differences
- temporary differences related to investments in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be

realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property is presumed to be recovered through sale.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

The Company previously accounted for deferred tax on leases by applying the “integrally linked” approach, resulting in a similar outcome as under the amendments, except that the deferred tax asset or liability was recognized on a net basis. Following the amendments, the Company has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right of use assets as at 1st April 2022 and thereafter.

## (m) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

## (n) Inventories

Valued at lower of cost and net realisable value (NRV). Net realisable value for inventories is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### • Raw materials, Packing Materials and Stores and spares :

These items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis which includes expenditure incurred for acquiring inventories like purchase price, import duties, taxes (net of credit) and other costs incurred in bringing the inventories to their present location and condition.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

### • Work-in- progress (WIP), finished goods and stock-in-trade :

Cost of Finished goods and WIP inventories includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of stock-in-trade includes cost of purchase and other costs incurred in bringing the inventories to the present location and condition. Cost of inventories is computed on weighted average basis.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost

except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

## (o) Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

### (i) Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value except trade receivable, which are initially recognised at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

### (ii) Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

## Amortised Cost:

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investments that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment by investment basis.

## Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

## (iii) Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gain and losses are recognised in the statement of profit or loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

## (iv) Other Income

Interest income from financial assets is recognised when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend is recognised as revenue when the right to receive dividend has been established.

## (v) Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

The application of simplified approach does not require the Company to track changes in credit risk.

**(vi) Derecognition of financial assets and financial liabilities:**

**Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Financial Liabilities**

The Company derecognises a financial liability when the contractual obligations are discharged or cancelled, or expire.

The Company also derecognises financial liabilities when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit or loss.

**(vii) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and

there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**(p) Employee benefits**

**(i) Short term employee benefits**

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(ii) Compensated absences**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured by a qualified Actuary at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the statement of profit and loss.

**(iii) Defined contribution plans**

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

The Company makes specified monthly contributions towards Government administered provident fund scheme.

Obligations for contributions to defined contribution plan are expensed as an employee benefits expense in the statement of profit and loss in period in which the related service is provided by the employee. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

## (iv) Defined benefit plans

The Company's net obligation in respect of defined benefit plans is calculated separately by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined

at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

## (v) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurement are recognised in the statement of profit or loss in the period in which they arise.

## (q) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value, wherever the Company can estimate the time of settlement, of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The increase in the provisions due to passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Where the likelihood of outflow of resources is remote, no provision or disclosure is made.

## (r) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

## (s) Government grants

The Company is entitled to 'Scheme of budgetary support' under Goods and Service Tax Regime in respect of eligible manufacturing units located in specified regions. Such grants are measured at amount receivable from the government and are recognised as other operating revenue when there is a reasonable assurance that they will be received and the Company will comply with all necessary conditions attached to the grant.

Income from such grants is recognised on a systematic basis over the periods to which they relate in the statement of profit and loss.

## (t) Research and Development

Expenditure on research activities is recognised in the statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment loss.

## (u) Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The Chief Executive Officer / Managing Director along with Senior Corporate Officers Committee is the CODM of the Company. Chief operating decision maker's function is to allocate the resources of the entity and assess the performance of the operating segment of the Company.

## (v) Non current assets held for sale

Non current assets are classified as assets held for sale if their carrying will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

## (w) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have significant impact in its financial statements.

## 3 Use of estimates and judgements

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### (A) Estimates:

#### (i) Recognition of schemes and rebates

Accruals for discounts/incentives are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers.

#### (ii) Recognition and measurement of provisions for inventories

The Company does write down of inventory to its net realisable value based on certain specific percentages assigned to the inventory ageing. Due to the significant number of stock keeping units (SKUs) in the various categories of inventories, significant judgment is required by the Company in determining the net realisable value.

#### (iii) Recognition and measurement of provisions for loss allowances

The Company has large number of individual small customers. Management assesses the level of allowance for doubtful debts after taking into account of ageing analysis and any other factor specific to individual counterparty and a collective estimate based on historical experience adjusted for certain current factors.

#### (iv) Useful Lives of Property, Plant & Equipment and Intangible Assets:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

#### (v) Recognition and measurement of deferred tax assets and liabilities:

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax liability/ asset that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

#### (vi) Recognition and measurement of long-term financial assets/ liabilities:

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

of financial liabilities /assets which are required to subsequently be measured at amortized cost, interest is accrued using the effective interest method.

**(vii) Fair value measurement of financial instruments:**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques by evaluating fair market value of underlying assets of the entity. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

**(viii) Defined benefit plans:**

The cost of the defined benefit gratuity plan, and other post-employment medical benefits and the present value of the gratuity and provident fund obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**(ix) Litigation and contingencies:**

The Company has ongoing litigations with various regulatory authorities. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

**(B) Judgement:**

**Classification of Lease Ind AS 116:**

Ind AS 116 Leases requires a lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying lease to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 4A PROPERTY, PLANT AND EQUIPMENT

Description	Site development	Buildings and shed	Plant and machinery	Office Equipment	ERP hardware	Furniture and fixtures	Motor vehicles	Total
<b>Gross block</b>								
As at 1 April 2023	1,023.22	5,921.48	12,556.28	499.48	8.00	205.55	182.68	20,396.69
Add: Additions during the year	5.64	122.48	2,064.08	149.30	-	28.12	35.21	2,404.83
Less: Disposal/adjustments during the year (Refer note 4G)	-	-	117.49	28.23	-	-	-	145.72
As at 31 March 2024	<b>1,028.86</b>	<b>6,043.96</b>	<b>14,502.87</b>	<b>620.55</b>	<b>8.00</b>	<b>233.67</b>	<b>217.89</b>	<b>22,655.80</b>
<b>Add: Additions during the year</b>	<b>0.41</b>	<b>26.11</b>	<b>1,548.24</b>	<b>167.98</b>	<b>-</b>	<b>107.84</b>	<b>113.18</b>	<b>1,963.76</b>
<b>Less: Disposal/adjustments during the year</b>	<b>-</b>	<b>11.54</b>	<b>395.44</b>	<b>3.91</b>	<b>-</b>	<b>90.41</b>	<b>29.66</b>	<b>530.96</b>
<b>As at 31 March 2025</b>	<b>1,029.27</b>	<b>6,058.53</b>	<b>15,655.67</b>	<b>784.62</b>	<b>8.00</b>	<b>251.10</b>	<b>301.41</b>	<b>24,088.60</b>
<b>Depreciation for the year</b>								
As at 1 April 2023	201.43	1,069.18	6,722.88	312.30	3.55	132.19	134.13	8,575.66
Add: Depreciation for the year	35.37	238.46	1,319.76	72.10	1.33	17.96	19.84	1,704.82
Less: Depreciation on disposal/adjustments	-	-	96.70	26.79	-	-	-	123.49
As at 31 March 2024	<b>236.80</b>	<b>1,307.64</b>	<b>7,945.94</b>	<b>357.61</b>	<b>4.88</b>	<b>150.15</b>	<b>153.97</b>	<b>10,156.99</b>
<b>Add: Depreciation for the year</b>	<b>35.58</b>	<b>224.64</b>	<b>1,321.47</b>	<b>95.07</b>	<b>1.33</b>	<b>25.87</b>	<b>20.24</b>	<b>1,724.20</b>
<b>Less: Depreciation on disposal/adjustments for the year</b>	<b>-</b>	<b>4.52</b>	<b>376.21</b>	<b>3.39</b>	<b>-</b>	<b>89.90</b>	<b>28.18</b>	<b>502.20</b>
<b>Less: Depreciation on assets held for sale @</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>As at 31 March 2025</b>	<b>272.38</b>	<b>1,527.76</b>	<b>8,891.20</b>	<b>449.29</b>	<b>6.21</b>	<b>86.12</b>	<b>146.03</b>	<b>11,378.99</b>
<b>Net block</b>								
As at 31 March 2024	<b>792.06</b>	<b>4,736.32</b>	<b>6,556.93</b>	<b>262.94</b>	<b>3.12</b>	<b>83.52</b>	<b>63.92</b>	<b>12,498.81</b>
<b>As at 31 March 2025</b>	<b>756.89</b>	<b>4,530.77</b>	<b>6,764.47</b>	<b>335.33</b>	<b>1.79</b>	<b>164.98</b>	<b>155.38</b>	<b>12,709.61</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 4B INTANGIBLE ASSETS

Description	ERP software	Licenses & software	Total
<b>Gross block</b>			
As at 1 April 2023	327.79	337.39	665.18
Add: Additions during the year	-	30.51	30.51
As at 31 March 2024	<b>327.79</b>	<b>367.90</b>	<b>695.69</b>
<b>Add: Additions during the year</b>	<b>-</b>	<b>13.18</b>	<b>13.18</b>
<b>As at 31 March 2025</b>	<b>327.79</b>	<b>381.08</b>	<b>708.87</b>
<b>Amortisation for the year</b>			
As at 1 April 2023	290.78	73.72	364.50
Add: Amortisation for the year	16.08	42.96	59.04
As at 31 March 2024	<b>306.86</b>	<b>116.68</b>	<b>423.54</b>
<b>Add: Amortisation for the year</b>	<b>16.01</b>	<b>44.50</b>	<b>60.51</b>
<b>As at 31 March 2025</b>	<b>322.87</b>	<b>161.18</b>	<b>484.05</b>
<b>Net block</b>			
As at 31 March 2024	<b>20.93</b>	<b>251.22</b>	<b>272.15</b>
<b>As at 31 March 2025</b>	<b>4.92</b>	<b>219.90</b>	<b>224.82</b>

## 4C CAPITAL WORK-IN PROGRESS (CWIP)

Description	Total
Balance as on 1 April 2023	-
Add: Additions during the year	<b>2.31</b>
Less: Deletions/ capitalisation during the year	-
Balance as on 31 March 2024	<b>2.31</b>
<b>Add: Additions during the year</b>	<b>-</b>
<b>Less: Deletions/ capitalisation during the year</b>	<b>(2.31)</b>
<b>Balance as on 31 March 2025</b>	<b>-</b>

### Ageing schedule of CWIP

Description	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Balance as on 31 March 2025					
Projects in progress	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Balance as on 31 March 2024					
Projects in progress	2.31	-	-	-	2.31
<b>Total</b>	<b>2.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.31</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 4D INVESTMENT PROPERTY

Description	As at 31 March 2025	As at 31 March 2024
Freehold land	2.73	2.73
Fair value (Refer Note below)	68.97	68.97

### Fair value hierarchy

The land is in the nature of vacant land situated at Boisar, the fair value of which has been determined by external Chartered Engineer, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The Fair value measurement of the property has been categorised as Level 3 fair value based on the inputs to the valuation technique used. [Refer Note 2(k)]

### Description of valuation technique used

The Company obtains Independent Valuations of its investment property as at the year end. The fair value of the investment property have been determined by registered valuer, who have considered the prevalent prices based on market enquiries for similar and comparable properties.

## 4E RIGHT OF USE ASSETS

Description	Leasehold land	Leasehold building	Total
<b>Gross block</b>			
As at 1 April 2023	1,876.81	-	1,876.81
Add: Additions during the year	-	1,577.63	1,577.63
As at 31 March 2024	1,876.81	1,577.63	3,454.44
<b>Add: Additions during the year</b>	-	-	-
<b>Less: Deletion during the year</b>	-	-	-
<b>As at 31 March 2025</b>	<b>1,876.81</b>	<b>1,577.63</b>	<b>3,454.44</b>
<b>Depreciation for the year</b>			
As at 1 April 2023	37.10	-	37.10
Add: Depreciation for the year	23.48	78.88	102.36
As at 31 March 2024	60.58	78.88	139.46
<b>Add: Depreciation for the year</b>	<b>23.48</b>	<b>312.62</b>	<b>336.10</b>
<b>Less: Deletion during the year</b>	-	-	-
<b>As at 31 March 2025</b>	<b>84.06</b>	<b>391.50</b>	<b>475.56</b>
<b>Net block</b>			
As at 31 March 2024	1,816.23	1,498.75	3,314.98
<b>As at 31 March 2025</b>	<b>1,792.75</b>	<b>1,186.13</b>	<b>2,978.88</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 4F LEASE LIABILITIES

### (i) Movement in lease liabilities

Particulars	31 March 2025	31 March 2024
<b>Opening lease liabilities</b>	1,525.77	-
Addition during the year	-	1,577.63
Interest accrued during the year	147.82	40.54
Payment of lease liabilities	374.22	92.40
<b>Closing lease liabilities</b>	<b>1,299.37</b>	<b>1,525.77</b>
- Non Current	1,027.96	1,299.26
- Current	271.41	226.51

### (ii) Lease expenses recognised in statement of profit and loss not included in the measurement of lease liabilities

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Expenses relating to short-term leases	1,224.54	1,567.63

### (iii) Maturity analysis of lease liabilities- contractual undiscounted cash flows

Particulars	As at 31 March 2025	As at 31 March 2024
Less than one year	392.93	374.22
One to five years	1,182.72	1,575.65
More than five years	-	-
<b>Total undiscounted cash flows</b>	<b>1,575.65</b>	<b>1,949.87</b>

## 4G ASSET HELD FOR SALE

During the previous year, the Company executed the sale of its assets at Taloja plant and the resultant gain in respect of which was recognised in the statement of profit and loss ₹ 459.19 lakhs (Refer Note 23). There were no liabilities directly associated with assets classified as held for sale.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 5 INVESTMENTS

	As at 31 March 2025	As at 31 March 2024
<b>Investments in Equity Instruments (fully paid up)</b>		
<b>Quoted equity shares at fair value through OCI</b>		
800,000 (31 March 2024 : 800,000) equity shares of Re. 1 each in Camlin Fine Sciences Limited	1,343.20	714.00
<b>Unquoted equity shares</b>		
2,150 (31 March 2024 : 2,150) Equity shares of ₹ 100/- each in Excella Pencils Limited at fair value through OCI	282.40	269.42
247,950 (31 March 2024 : 247,950) Equity shares of ₹ 10 each in ColArt Camlin Canvas Private Limited at fair value through OCI	24.80	24.80
Less: Provision for diminution in value of investment	(24.80)	(24.80)
	-	-
	<b>1,625.60</b>	<b>983.42</b>
Aggregate amount of quoted investments - at cost	9.73	9.73
Aggregate amount of quoted investments - at market value	1,343.20	714.00
Aggregate amount of unquoted investments - at cost	26.95	26.95
Aggregate amount of impairment in value of investment	24.80	24.80

## 6 OTHER NON-CURRENT FINANCIAL ASSETS

	As at 31 March 2025	As at 31 March 2024
Security deposits	227.93	219.13
Interest accrued on deposits	8.47	3.59
Fixed Deposits with original maturity after twelve months *	71.58	70.93
	<b>307.98</b>	<b>293.65</b>

\*Lodged as security for various purposes ₹ 71.58 lakhs (31 March 2024 : ₹ 70.93 lakhs).

## 7 OTHER NON-CURRENT ASSETS

	As at 31 March 2025	As at 31 March 2024
<b>Unsecured, considered good</b>		
Capital advances	786.33	577.11
Prepaid Expenses	4.11	-
<b>Unsecured, considered doubtful</b>		
Capital advances	10.68	9.94
Loss allowance	(10.68)	(9.94)
	<b>790.44</b>	<b>577.11</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 8 INVENTORIES

	As at 31 March 2025	As at 31 March 2024
Raw materials * (includes in transit ₹ 525.14 lakhs (31 March 2024: ₹ 161.32 lakhs))	5,195.55	7,246.93
Spares and tools	66.51	68.90
Work-in-progress	1,640.56	3,207.30
Finished goods	3,747.83	4,738.64
Stock-in-trade	4,381.64	3,805.43
	<b>15,032.09</b>	<b>19,067.20</b>

\* includes packing materials

During the year ended 31 March 2025, an amount of ₹ 3,093.79 lakhs (31 March 2024: ₹ 841.51 lakhs) was charged to the statement of profit and loss on account of write-down of inventories including damaged and slow moving inventory. Also refer note 43.

## 9 TRADE RECEIVABLES

	As at 31 March 2025	As at 31 March 2024
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	7,600.66	8,263.52
Trade receivables which have significant increase in credit risk	-	2.98
Trade receivables - credit impaired	3.46	6.04
	<b>7,604.12</b>	<b>8,272.54</b>
Loss allowance	(3.46)	(6.04)
	<b>7,600.66</b>	<b>8,266.50</b>

- (i) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (ii) The Company's exposure to credit and currency risk and loss allowances related to trade receivables are disclosed (Refer Note 36).
- (iii) Refer Note 35 for balances with related parties.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 9 TRADE RECEIVABLES(CONTD.)

Trade Receivables ageing schedule as on 31 March 2025

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	7,317.85	274.00	8.81	-	-	-	7,600.66
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	0.95	2.51	-	3.46
<b>Total</b>	<b>7,317.85</b>	<b>274.00</b>	<b>8.81</b>	<b>0.95</b>	<b>2.51</b>	<b>-</b>	<b>7,604.12</b>
<b>Less: Loss allowance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.95)</b>	<b>(2.51)</b>	<b>-</b>	<b>(3.46)</b>
	<b>7,317.85</b>	<b>274.00</b>	<b>8.81</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,600.66</b>

Trade Receivables ageing schedule as on 31 March 2024

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	8,081.33	171.62	2.96	7.61	-	-	8,263.52
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	0.42	0.06	2.50	-	-	2.98
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	6.04	-	-	6.04
<b>Total</b>	<b>8,081.33</b>	<b>172.04</b>	<b>3.02</b>	<b>16.15</b>	<b>-</b>	<b>-</b>	<b>8,272.54</b>
<b>Less: Loss allowance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(6.04)</b>	<b>-</b>	<b>-</b>	<b>(6.04)</b>
	<b>8,081.33</b>	<b>172.04</b>	<b>3.02</b>	<b>10.11</b>	<b>-</b>	<b>-</b>	<b>8,266.50</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 10 CASH AND CASH EQUIVALENTS

	As at 31 March 2025	As at 31 March 2024
Balances with banks		
In current accounts	493.84	909.30
Cheques on hand	197.80	-
In Exchange earner's foreign currency accounts	-	0.67
Deposits with original maturity of less than three months *	32.33	35.37
Cash on hand	0.22	0.45
	<b>724.19</b>	<b>945.79</b>

\*Lodged as security for various purposes ₹ 32.33 lakhs (31 March 2024 : ₹ 35.37 lakhs).

## 11 OTHER BANK BALANCES

	As at 31 March 2025	As at 31 March 2024
Deposits with original maturity of more than three months but less than twelve months *	43.42	24.64
Unpaid dividend	6.81	-
	<b>50.23</b>	<b>24.64</b>

\*Lodged as security for various purposes ₹ 43.42 lakhs (31 March 2024 : ₹ 24.64 lakhs).

- (i) There are no loans due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.
- (ii) There are no loans or advances in the nature of loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:
- (a) repayable on demand; or
- (b) without specifying any terms or period of repayment

## 12 OTHER CURRENT ASSETS

	As at 31 March 2025	As at 31 March 2024
<b>Unsecured</b>		
Advances to suppliers	1,880.58	1,261.28
Less : Loss allowance	(49.90)	(18.38)
	<b>1,830.68</b>	<b>1,242.90</b>
Prepaid expenses	195.29	169.51
Balance with government authorities (includes paid under protest)	876.28	1,287.30
Gratuity (Refer note 34)	18.04	-
Other advances	12.40	0.55
	<b>2,932.69</b>	<b>2,700.26</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 13 EQUITY SHARE CAPITAL

	As at 31 March 2025	As at 31 March 2024
<b>Authorised</b>		
200,000,000 (31 March 2024: 200,000,000) Equity Shares of Re. 1/- each	2,000.00	2,000.00
<b>Issued, Subscribed &amp; Paid-up</b>		
100,303,806 (31 March 2024: 100,303,806) Equity Shares of Re.1/- each, fully paid	1,003.04	1,003.04

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

	As at 31 March 2025		As at 31 March 2024	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	10,03,03,806	1,003.04	10,03,03,806	1,003.04
Outstanding at the end of the year	10,03,03,806	1,003.04	10,03,03,806	1,003.04

### Terms/rights attached to equity shares

The Company has only one class of equity shares with a par value of Re. 1/- per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian Rupees.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to number of equity shares held by the shareholders.

### Shares held by the Holding/ultimate Holding Company and/or their Subsidiaries/Associates.

Out of the equity shares issued by the company, shares held by its Holding Company are as under

Name of the Holding Company	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% of holding	No. of shares	% of holding
KOKUYO CO., Limited. Japan (a company incorporated in Japan)	7,46,65,950	74.44%	7,46,65,950	74.44%

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## Details of shareholders holding more than 5% shares in the company

Other than Kokuyo Co. Ltd, there are no shareholders holding more than 5% shares in the Company.

## Details of shareholdings by the Promoter's of the Company:

As at 31 March 2025

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Dilip Dandekar	Equity	2,00,000	0.20%	2,00,000	0.20%	-
Shriram Dandekar	Equity	2,50,000	0.25%	2,50,000	0.25%	-
Late Subhash Dandekar *	Equity	1,00,000	0.10%	1,00,000	0.10%	-
KOKUYO CO., Limited	Equity	7,46,65,950	74.44%	7,46,65,950	74.44%	-
<b>Total</b>		<b>7,52,15,950</b>	<b>74.99%</b>	<b>7,52,15,950</b>	<b>74.99%</b>	

As at 31 March 2024

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Dilip Dandekar	Equity	2,00,000	0.20%	2,00,000	0.20%	-
Shriram Dandekar	Equity	2,50,000	0.25%	2,50,000	0.25%	-
Subhash Dandekar	Equity	1,00,000	0.10%	1,00,000	0.10%	-
KOKUYO CO., Limited	Equity	7,46,65,950	74.44%	7,46,65,950	74.44%	-
<b>Total</b>		<b>7,52,15,950</b>	<b>74.99%</b>	<b>7,52,15,950</b>	<b>74.99%</b>	

No shares have been allotted without payment being received in cash or by way of bonus shares during the period of five years immediately preceding the Balance Sheet date.

\*Late Subhash Dandekar (person belonging to the promoter group) passed away during the quarter ended 30th September, 2024 and the procedure for transmission of his shares is under process.

## Proposed dividend

In view of the Company's performance and for future strategic initiatives, the Board has not recommended any dividend for the financial year ended 31 March 2025. (31 March 2024 : Re.0.50 per share on Face Value of Re.1 (i.e.50%)).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 14 OTHER EQUITY

	As at 31 March 2025	As at 31 March 2024
<b>Capital reserve</b>		
Balance, beginning and end of the year	52.70	52.70
<b>Securities premium account</b>		
Balance, beginning and end of the year	17,901.56	17,901.56
<b>General reserve</b>		
Balance, beginning and end of the year	1,966.30	1,966.30
<b>Surplus in the statement of profit and loss</b>		
Balance, beginning of the year	7,825.32	4,123.85
Add : Profit for the year	583.30	4,383.20
Less : Dividend paid for previous year	(501.52)	(501.52)
Add : Remeasurement of defined benefit plan during the year	(114.06)	(180.21)
Balance, end of the year	7,793.04	7,825.32
<b>Other Comprehensive Income</b>		
Balance, beginning of the year	883.79	1,210.15
Less : Fair value loss on equity instruments	644.52	(326.36)
Balance at the end of the year	1,528.31	883.79
	<b>29,241.91</b>	<b>28,629.67</b>

### Capital reserve

Capital reserve represents the grant received from government for set up of plant in specific area.

### Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

### General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer.

### Retained earnings

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

### Other comprehensive income

This Reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 14 OTHER EQUITY (CONTD.)

### Capital management

The Company's objectives when managing capital are to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves attributable to the equity holders.

The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

	As at 31 March 2025	As at 31 March 2024
Total Debt	4,111.07	6,507.99
Equity	30,244.95	29,632.71
Debt to equity (net)	<b>0.14</b>	<b>0.22</b>

## 15 OTHER FINANCIAL LIABILITIES

	As at 31 March 2025	As at 31 March 2024
Employee dues	12.50	-
	<b>12.50</b>	<b>-</b>

## 16 PROVISIONS

	As at 31 March 2025	As at 31 March 2024
Compensated absences - (Refer note 34)	670.52	600.61
	<b>670.52</b>	<b>600.61</b>



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 17 SHORT TERM BORROWINGS

	As at 31 March 2025	As at 31 March 2024
<b>Unsecured</b>		
Loans repayable on demand from banks:		
Overdraft/working capital demand loan (Refer note below)	1,067.03	2,343.96
Bills payable*	3,018.77	4,162.39
Interest accrued but not due on bills payable	25.27	1.64
	<b>4,111.07</b>	<b>6,507.99</b>

\* for discounting of trade payables

Note:

The terms of overdraft/working capital demand loan/bills discounting are as follows:-

The rate of interest on overdraft facility from MUFG Bank Ltd is 3 months MIBOR + agreed spread bearing an average rate of 8.51% for 31 March 2025 (31 March 2024: 9.45%)

The rate of interest on cash credit facility from Mizuho Bank is 1 year MCLR + agreed spread payable at monthly rests bearing an average rate of 10.60% for 31 March 2025 (31 March 2024 : 9.03%)

The rate of interest on vendor bills discounting from Mizuho Bank is based on market condition bearing an average rate of 8.78 % for 31 March 2025 (31 March 2024 : 9.22%)

The rate of interest on vendor bills discounting from Sumitomo Mistui Banking Corporation bearing an average rate of 9.30 % for 31 March 2025 (31 March 2024 : 9.30%)

### Utilization of borrowings from Banks and financial institutions

Borrowings from Banks and financial institutions are utilized for the specific purpose for which it were taken.

### Wilful Defaulter

The Company has not been declared a wilful defaulter by any bank or financial institutions or any other lender.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 18 TRADE PAYABLES

	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises	374.61	687.37
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,898.54	5,942.75
	<b>5,273.15</b>	<b>6,630.12</b>

The disclosures relating to Micro and Small Enterprises as defined under “The Micro , Small and Medium Enterprises Development Act 2006” is given under note 31.

Ageing for trade payables outstanding as at 31 March 2025 is as follows:

Particulars	Unbilled	Outstanding but not due	Outstanding for following periods from due dates of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME *	-	374.61	-	-	-	-	374.61
(ii) Others	212.84	3,914.47	763.55	7.58	0.10	-	4,898.54
(iii) Disputed dues - MSME *	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	<b>212.84</b>	<b>4,289.08</b>	<b>763.55</b>	<b>7.58</b>	<b>0.10</b>	<b>-</b>	<b>5,273.15</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for trade payables outstanding as at 31 March 2024 is as follows:

Particulars	Unbilled	Outstanding but not due	Outstanding for following periods from due dates of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	-	687.37	-	-	-	-	687.37
(ii) Others	393.03	4,127.72	1,418.50	3.50	-	-	5,942.75
(iii) Disputed dues - MSME*	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	<b>393.03</b>	<b>4,815.09</b>	<b>1,418.50</b>	<b>3.50</b>	<b>-</b>	<b>-</b>	<b>6,630.12</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

## 19 OTHERS FINANCIAL LIABILITIES

	As at 31 March 2025	As at 31 March 2024
Employee dues	1,117.41	1,000.67
Security deposits	924.19	868.42
Capital creditors	117.31	39.27
Payable to customers *	300.84	1,004.07
Dividend payable	6.81	-
	<b>2,466.56</b>	<b>2,912.43</b>

\* Payable to customer includes payable towards trade promotion schemes amounting to ₹ 189.40 lakhs (31 March 2024 : ₹ 897.90 lakhs)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 20 OTHER CURRENT LIABILITIES

	As at 31 March 2025	As at 31 March 2024
Advance from customers	8.41	5.14
Statutory liabilities	689.91	407.64
Payables towards Trade Promotion Schemes	410.57	344.00
Others	0.25	1.11
	<b>1,109.14</b>	<b>757.89</b>

## 21 PROVISIONS

	As at 31 March 2025	As at 31 March 2024
Provisions for employee benefits		
Gratuity (Refer note 34)	-	30.86
Compensated absences (Refer note 34)	91.16	73.88
Other provisions		
Provisions for litigations*	78.38	78.38
	<b>169.54</b>	<b>183.12</b>

\*Movement in Provisions for litigations

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	78.38	41.72
Provision recognised during the year (Refer note 27)	-	36.66
<b>Closing balance</b>	<b>78.38</b>	<b>78.38</b>

Nature	As at 31 March 2025	As at 31 March 2024
Goods and Services Tax and other Indirect tax matters	<b>78.38</b>	<b>78.38</b>

## 22 REVENUE FROM OPERATIONS

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from sale of products (Refer Note 2(d) and Note 38)	75,997.60	81,381.17
Other operating revenues *	255.28	208.16
<b>Total revenue from operations</b>	<b>76,252.88</b>	<b>81,589.33</b>

\* The other operating revenues includes Goods & Services tax rebate based on government notification amounting to ₹ 165.10 Lakhs (31 March 2024 ₹ 127.89 lakhs)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 23 OTHER INCOME

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income under the effective interest method on :		
Cash and cash equivalents and other bank balances	12.24	20.92
Security deposits	10.04	11.98
Profit on sale of property, plant and equipment (net)	-	450.29
Miscellaneous receipts	50.00	50.00
Reversal of allowances for credit losses on debt (net)	2.58	18.37
Net gain in respect of translations of foreign currencies	-	16.03
	<b>74.86</b>	<b>567.59</b>

## 24 (A) COST OF MATERIALS CONSUMED

(Refer Note 43)

	Year ended 31 March 2025	Year ended 31 March 2024
Opening stock of materials	7,246.93	6,215.03
Add : Purchases	28,628.20	33,302.58
Less : Closing stock of materials	(5,195.55)	(7,246.93)
	<b>30,679.58</b>	<b>32,270.68</b>

## (B) PURCHASE OF STOCK-IN-TRADE

Stationery items	16,447.04	19,181.73
	<b>16,447.04</b>	<b>19,181.73</b>

## (C) CHANGES IN THE INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROCESS

(Refer Note 43)

Work in process - as at beginning of the year	3,207.30	2,522.40
Work in process - as at year end	1,640.56	3,207.30
(1)	<b>1,566.74</b>	<b>(684.90)</b>
Stock-in-trade - as at beginning of the year	3,805.43	2,919.25
Stock-in-trade - as at year end	4,381.64	3,805.43
(2)	<b>(576.21)</b>	<b>(886.18)</b>
Finished goods - as at beginning of the year	4,738.64	4,211.66
Finished goods - as at year end	3,747.83	4,738.64
(3)	<b>990.81</b>	<b>(526.98)</b>
(1) + (2) + (3)	<b>1,981.34</b>	<b>(2,098.06)</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 25 EMPLOYEE BENEFITS EXPENSE

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	8,886.49	8,548.60
Contribution to Provident, Gratuity and other funds (Refer note 34)	642.58	553.56
Staff and labour welfare	317.82	345.94
	<b>9,846.89</b>	<b>9,448.10</b>

## 26 FINANCE COSTS

	Year ended 31 March 2025	Year ended 31 March 2024
Interest on financial liabilities measured at amortised cost	284.11	286.25
Interest on delayed payment of taxes	3.51	64.78
Other borrowing costs	25.64	30.46
Interest on lease liabilities	147.82	40.54
	<b>461.08</b>	<b>422.03</b>

## 27 OTHER EXPENSES

	Year ended 31 March 2025	Year ended 31 March 2024
Power and fuel	670.58	754.64
Job work charges	3,109.49	3,002.68
Repairs		
- Building	-	37.60
- Machinery	195.94	212.58
- Others	1,062.19	1,064.26
Rent	1,224.54	1,567.63
Rates and taxes (Refer Note 21)	104.51	101.12
Net losses in respect of translations of foreign currencies	6.33	-
Insurance	113.96	114.65
Advertisement and sales promotion	1,431.98	1,794.25
Transport & forwarding charges	2,452.38	2,583.46
Commission and service charges on sales	893.82	1,011.23
Travelling & conveyance	1,352.54	1,401.17
Loss on sale/disposal of property, plant and equipment (net)	2.88	-
Directors sitting fees (Refer Note 35)	48.80	51.00
Corporate social responsibility (Refer Note 39)	55.60	9.96
Allowances for credit losses on advances (net)	32.26	12.90
Payment to auditors*	99.50	46.43
Professional Fees	555.33	829.72
Miscellaneous expenses	503.55	532.71
	<b>13,916.18</b>	<b>15,127.99</b>
<b>* Payment to auditors</b>		
Audit fees (including quarterly limited review)	91.50	39.00
Tax audit fees	2.00	2.00
Expenses reimbursed	6.00	5.43
	<b>99.50</b>	<b>46.43</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

	As at 31 March 2025	As at 31 March 2024
<b>a. Commitments</b>		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	485.15	1,217.30
<b>b. Claims against the Company not acknowledged as debts in respect of (to the extent not provided for)</b>		
(i) Income tax	2,214.20	2,124.02
(ii) Indirect tax cases*	3,668.42	2,630.44
(iii) Other matters	20.38	20.55

\* Tax paid under protest as at 31 March 2025 - ₹ 514.54 lakhs (31 March 2024 - ₹ 447.39 lakhs).

The Company's pending litigations comprise of proceedings pending with direct tax authorities (pertaining to disallowance of additional depreciation, expenses, etc.) and indirect tax authorities (pertaining to non submission of form 'C' and form 'F', input tax disallowance, misclassification of goods etc.). The Company has reviewed all its pending litigations and proceedings and believes that these claims are not tenable against the Company and hence, no provision is considered necessary. It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings, as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

On 13.03.2023, the Company has received two demand notices aggregating ₹ 481.08 Lakhs (includes tax of ₹ 51.93 lakhs, interest ₹ 53.92 lakhs and penalty ₹ 103.87 lakhs for the period 01.04.2015 to 31.03.2016 and tax of ₹ 67.13 lakhs, interest ₹ 69.99 lakhs and penalty ₹ 134.24 lakhs for the period 01.04.2016 to 31.03.2017) for Local Body Tax from the Vasai Virar City Municipal Corporation on account of disallowance exemption for tax on purchases from unregistered local dealer and job work charges done by local unregistered job workers.

The Company has been legally advised that these claims are not tenable against them and has filed writ petition in the High Court of Bombay and also has obtained a stay on these demands.

On 10th August 2023, the Mumbai High Court ordered that since there is remedy of an appeal available, the petitioner should first file an appeal with Commissioner (Appeal). Thereafter, the Company has filed an appeal with Commissioner on 31.08.2023. Personal Hearing before Commissioner (Appeals) has been held subsequently. Considering the arguments, Commissioner (Appeals) has asked the officer to recheck the merits of the case. Hearing with chief commissioner was held post which additional documents were submitted. The Company has submitted its final submission on 22.04.2025, outcome of which is awaited.

Note: Including interest and penalty, where applicable, upto the date of orders.

### c. Bank Guarantees

Bank guarantees as on 31 March 2025 is ₹ 56.14 lakhs (31 March 2024: ₹ 55.54 lakhs)



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 29 EXCISE REMISSION AND BUDGETARY SUPPORT AT JAMMU :

The Jammu and Kashmir High Court delivered a judgement dated 23 December 2010, quashing the Excise Notification No19/2008-CE & 34/2008-CE applicable to the undertakings set up in Jammu which restricted the quantum of excise duty remission, at prescribed value addition percentage, and upheld the entitlement of total exemption from excise duty. Based on the grounds laid down in the said judgement, by the Hon'ble High Court, rebate of excise duty, being the duty on assessable value of goods, net of Cenvat Credit was recognized in the books till 31 January 2013.

Pending final disposal, in January 2013, the Hon'ble High Court directed the department to release 50% of the amount due to manufacturers subject to approval of the jurisdictional commissioner for manufacturer's solvency. Post such order the company has claimed excise rebate as per the then quashed notification from February 2013 to June 2017.

The validity of the said notification, previously quashed by High Court, has subsequently been upheld by the Supreme Court in its judgement dated 22 April 2020. As per the said notification, units having higher value addition than the prescribed percentage are entitled to a special rate fixation for excise duty remission. The Company's application for determination of Special Rate for the year FY 2008-09 was rejected by the authorities in the year 2010 and was sub-judice with Division Bench 1 CESTAT Chandigarh. In June 2023 the Division bench gave a favourable judgement for the company asking the AO to consider value additions as per CA certificate. The AO without considering the order passed a demand order for differential tax. The company filed an appeal against the AO order with commissioner appeals. The Commissioner Appeal passed the Order dismissed the appeal filed the company and upheld its old order without considering the merit of the case on 01st April 2024. The order was received on 08th April 2024. The company believes this Order was appealable in view of the said judgment of Hon'ble Tribunal dated 06.06.2023. Invoking the said CESTAT judgment, it would be arguable in favour of Kokuyo Camlin, as the said CESTAT's order, has not been appealed against before High Court.

The Company has filled the appeal with CESTAT on 03 June 2024 by paying additional deposit of 2.5% (₹ 19,75,962/-) on 23rd May 2024 in addition to the deposit of 7.5% (₹ 59,27,886/-) made at the time of CIT(Appeals) in July 2023.

The above application, filed for out of turn hearing of the appeal, was listed before Hon'ble CESTAT-Chandigarh (Excise Division Bench), comprising of Hon'ble Members, Shri S.S. Garg, M(J) and Shri P. Anjani Kumar, M(T), on 19.09.2024 & 06.02.2025. Considering the submissions from both sides, Hon'ble Bench has allowed application for early hearing and the matter has been directed to be listed for hearing on 17.07.2025.

After adjudication of the appeal to be filed by the company, the subsequent applications for the years FY 2009-10 to FY 2017-18 will be decided by the authorities. The net gain which shall accrue to the Company on account of additional remission due to special rate fixation for the period February 2013 to June 2017 as offset by net loss due to excess credit, if any, availed until 31 January 2013 is not presently ascertainable.

## 30 EXPENDITURE ON RESEARCH AND DEVELOPMENT :

Revenue expenses incurred on Research and Development expense comprises of the following:

Sr No.		Year ended 31 March 2025	Year ended 31 March 2024
1	Employee cost	510.30	487.85
2	Other expenses	44.03	52.18
		<b>554.33</b>	<b>540.03</b>

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

### 31 DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro, small and medium enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 has been made in the financial statements based on information received and available with the Company.

Sr No.		As at	As at
		31 March 2025	31 March 2024
1	the amounts remaining unpaid to micro, small and medium suppliers as at the end of the year		
	- Principal	374.39	687.25
	- Interest	Nil	Nil
2	the amount of interest paid by the buyer as per the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006);	0.12	0.05
3	the amounts of the payments made to the suppliers beyond the appointed day during each accounting year;	58.71	25.10
4	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	0.22	0.12
5	the amount of interest accrued and remaining unpaid at the end of each accounting year;	0.22	0.12
6	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purposes of disallowances as a deductible expenditure under the MSMED Act, 2006;	Nil	Nil

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 32 TAX EXPENSE

i. The following table provides the details of income tax assets and liabilities:

	As at 31 March 2025	As at 31 March 2024
a) Income tax assets	518.13	355.90
b) Current tax liabilities	-	(316.11)
<b>Net Income tax assets</b>	<b>518.13</b>	<b>39.79</b>

ii. The gross movement in the current tax asset:

	As at 31 March 2025	As at 31 March 2024
Net current tax assets at the beginning of the year	39.79	261.87
Interest on short payment of taxes	(3.51)	(64.78)
Income tax paid (net)	830.12	1,343.30
Current tax expense	(352.35)	(1,491.11)
Tax adjustments for earlier years	4.08	(9.49)
<b>Net current tax assets at the end of the year</b>	<b>518.13</b>	<b>39.79</b>

iii. Tax expenses in the Statement of Profit and Loss comprises:

	As at 31 March 2025	As at 31 March 2024
Current income taxes	352.35	1,500.60
Deferred tax charge	(56.75)	54.43
Tax adjustments for earlier years	(4.08)	9.49
<b>Current tax expenses in Statement of Profit and Loss (net)</b>	<b>291.52</b>	<b>1,564.52</b>
Deferred tax credit in Other Comprehensive Income	(40.70)	(24.69)
<b>Tax expenses (net)</b>	<b>250.82</b>	<b>1,539.83</b>

The Government of India, on 20 September 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company for paying Income Tax at reduced rates as per the provisions/conditions defined in the said section ("New Tax Regime"). The Company has opted for the New tax regime w.e.f. financial year ended 31 March 2024 and accordingly the provision of tax and deferred tax liabilities has been recognized as per New Tax Regime.

After analysing above factors for each of such uncertain tax treatments, where the Company expects that the probability to sustain its position on ultimate resolution of such uncertain tax treatment is remote, the Company ensures that such uncertain tax positions are adequately provided for in the Company's financial Statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 32 TAX EXPENSE (CONTD.)

- iv. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is as below:

	As at 31 March 2025	As at 31 March 2024
Profit before tax	874.82	5,938.23
Applicable tax rate	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>220.18</b>	<b>1,494.53</b>
Non-deductible tax expenses	26.34	11.35
Capital gain tax at lower rate	-	(20.43)
Adjustment for deferred taxes	50.66	34.56
Others	(1.58)	0.84
Tax adjustments for earlier years	(4.08)	9.49
<b>Tax expense charged to the Statement of Profit and Loss</b>	<b>291.52</b>	<b>1,530.34</b>

- v. Components of deferred tax assets and liabilities arising on account of temporary differences are:

	As at 31 March 2025	As at 31 March 2024
<b>(a) Deferred tax asset</b>		
Lease liabilities	338.72	398.34
Provision for employee benefits	165.22	177.48
Other temporary differences	470.32	450.64
	<b>974.26</b>	<b>1,026.46</b>
<b>(b) Deferred tax liability</b>		
Timing difference on amount of depreciation on tangible assets and intangible assets	716.34	780.34
Right of use asset	309.45	391.17
Fair value of investments	89.72	93.65
	<b>1,115.51</b>	<b>1,265.16</b>
<b>Deferred tax liabilities (net) [a-b]</b>	<b>141.25</b>	<b>238.70</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 32 TAX EXPENSE (CONTD.)

### vi. Movement in deferred tax assets/(liabilities):

	Lease liabilities	Provision for employee benefits	Other temporary differences	Right of use	Timing difference on amount of depreciation on tangible assets and intangible assets	Fair value of investments and investment property	Total
As at 01 April 2023	2.42	106.25	488.48	-	(748.37)	(57.74)	(208.96)
(Charged)/credited							
- to profit or loss	395.92	10.73	(37.83)	(391.17)	(31.98)	(0.10)	(54.43)
- to other comprehensive income	-	60.50	-	-	-	(35.81)	24.69
As at 31 March 2024	<b>398.34</b>	<b>177.48</b>	<b>450.65</b>	<b>(391.17)</b>	<b>(780.35)</b>	<b>(93.65)</b>	<b>(238.70)</b>
(Charged)/credited							
- to profit or loss	(59.62)	(50.62)	19.67	81.72	64.01	1.59	56.75
- to other comprehensive income	-	38.36	-	-	-	2.34	40.70
<b>As at 31 March 2025</b>	<b>338.72</b>	<b>165.22</b>	<b>470.32</b>	<b>(309.45)</b>	<b>(716.34)</b>	<b>(89.72)</b>	<b>(141.25)</b>

Note: Amount of the current year in OCI includes adjustment for earlier years and effect of indexation benefit on capital assets.

## 33 EARNINGS PER SHARE (BASIC AND DILUTED):

	Year ended 31 March 2025	Year ended 31 March 2024
Net Profit available for equity shareholders	583.30	4,383.20
1. Number of equity shares outstanding at the beginning of the year	10,03,03,806	10,03,03,806
2. Number of shares issued during the year	-	-
Weighted average of numbers of equity shares outstanding at the end of the year (Nos.)	10,03,03,806	10,03,03,806
Earnings per equity share ( Face value of Re. 1/- each)- Basic	0.58	4.37
Earnings per equity share ( Face value of Re. 1/- each)- Diluted	0.58	4.37

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 34 EMPLOYEE BENEFITS :

### Defined Contribution Plans

Company's contributions paid/payable during the year to provident fund, ESIC and superannuation fund are recognised in the statement of profit and loss. The contributions charged to the statement of profit and loss is ₹ 537.58 lakhs. (31 March 2024 ₹ 480.71 lakhs)

### Defined Benefit Plans

Company's liabilities towards gratuity and leave encashment are determined on actuarial basis using the projected unit credit method, which consider each period of service as giving rise to an additional unit of benefit and measure each unit separately to build up the final obligation. Obligation is measured at the present value of estimated future cash flow using a discount rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

### Description of the Plan

The Company has covered its gratuity liability by a Group Gratuity Policy named 'Employee Group Gratuity Assurance Scheme' issued by LIC of India. Under the plan, employees at retirement are eligible for benefit, which will be equal to 15 days salary for each completed year of service. Thus, it is a defined benefit plan and the aforesaid insurance policy is the plan asset.

#### a Actuarial assumptions:

	As at 31 March 2025	As at 31 March 2024
Discount rate	6.78%	7.21%
Rate of increase in salary	5.00%	5.00%
Expected return on plan assets	6.78%	7.21%
Attrition rate	For Service 4 years and below- 20%, 5 years and above - 2.5%	For Service 4 years and below- 20%, 5 years and above - 2.5%

#### b Reconciliation of benefit obligation:

	As at 31 March 2025	As at 31 March 2024
Present value of benefit obligations at the beginning of the year	1,481.57	1,336.90
Interest cost	103.93	100.27
Current service cost	102.79	93.59
Benefit paid from the fund	(369.09)	(265.60)
Actuarial loss on obligations recognized in other comprehensive income	144.92	216.41
Present value of defined benefit obligation at the end of the year	<b>1,464.12</b>	<b>1,481.57</b>

As at 31 March 2025, the weighted average duration of defined benefit obligation was 8 years. (31 March 2024 : 8 years)



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 34 EMPLOYEE BENEFITS : (CONTD.)

### c Reconciliation of fair value of plan assets:

	As at 31 March 2025	As at 31 March 2024
Fair value of plan assets at the beginning of the year	1,450.71	1,613.46
Expected return on plan assets	101.71	121.01
Contributions by the employer	306.33	6.14
Benefit Paid	(369.09)	(265.60)
Actuarial (loss) on plan assets recognized in other comprehensive income	(7.50)	(24.30)
Fair Value of Plan Assets at the end of the year	<b>1,482.16</b>	<b>1,450.71</b>

#### Expected Contribution

The expected contribution for defined benefit plan for the next financial year will be in line with the contribution for the period and is expected by the management to be ₹ 110.00 lakhs ( 31 March 2024: ₹ 135.00 lakhs)

### d Balance sheet reconciliation

	As at 31 March 2025	As at 31 March 2024
Opening net liability / (asset)	30.86	(276.56)
Expenses recognized in the Statement of Profit and Loss	105.01	72.85
Expense recognized in Other Comprehensive Income	152.42	240.71
Employer's contribution	(306.33)	(6.14)
Net (asset) / liability recognised in Balance sheet	<b>(18.04)</b>	<b>30.86</b>

### e Expenses recognized in the Statement of profit and loss under the head employee benefits expenses

	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	102.79	93.59
Net interest cost	2.22	(20.74)
Expenses recognized in the statement of profit and loss	<b>105.01</b>	<b>72.85</b>

### f Expenses recognised in Other Comprehensive Income for the year

	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial loss on obligation for the year	144.92	216.41
Actuarial loss on plan assets	7.50	24.30
Expense recognized in the other comprehensive income	<b>152.42</b>	<b>240.71</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 34 EMPLOYEE BENEFITS : (CONTD.)

### g Sensitivity Analysis

	As at 31 March 2025	As at 31 March 2025
Defined Benefit Obligation		
Discount Rate		
a. Discount Rate - 100 basis points	106.45	100.16
b. Discount Rate + 100 basis points	(93.61)	(88.72)
Salary Increase Rate (considered taking into account inflation, seniority, promotion and other relevant factors)		
a. Rate - 100 basis points	(95.96)	(91.29)
b. Rate + 100 basis points	107.28	101.37
Employee Turnover		
a. Rate - 100 basis points	(12.47)	(15.01)
b. Rate + 100 basis points	11.06	13.48

#### Note on Sensitivity Analysis

- Sensitivity analysis for each significant actuarial assumptions of the Company which are discount rate and salary assumptions as of the end of the reporting period, showing how the defined benefit obligation would have been affected by changes is shown in the table above.
- The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except for the parameters to be stressed.

### h Expected future cash flows

The expected future cash flows in respect of gratuity as at Balance Sheet dates will be as follows :

Projected benefits payable in future years from the date of reporting	As at 31 March 2025	As at 31 March 2024
1st following year	159.81	195.40
2nd following year	102.54	102.09
3rd following year	111.83	133.05
4th following year	147.30	101.79
5th following year	121.23	140.53
Sum of years 6 to 10	730.21	832.63
Sum of years 11 and above	1,231.76	1,129.15

### i Category of Assets

	As at 31 March 2025	%	As at 31 March 2024	%
Insurance funds	1,482.16	100.00	1,450.71	100.00
Total	1,482.16	100.00	1,450.71	100.00

#### Other long term employee benefit - Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year-end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year and actuarial gains and losses are charged to the Statement of profit and loss. The following table provides details in relation to compensated absences.

	As at 31 March 2025	As at 31 March 2024
Expense for the year	195.08	95.75
Closing balance	761.68	674.49

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 35 RELATED PARTIES:

Related party disclosures, as required by Indian Accounting Standard 24 (Ind AS 24) are given below :

### a Name of related parties and nature of relationship

1	Kokuyo Co. Limited	Holding Company
---	--------------------	-----------------

### b Name of related parties with whom there were transactions during the year

#### Fellow Subsidiary

2	Kokuyo Vietnam Trading Co. Limited
3	Kokuyo Co. Limited, Hong Kong Branch
4	Kokuyo Commerce (Shanghai) Co. Ltd.
5	Kokuyo Vietnam Co. Limited
6	Kokuyo International (Malaysia) SDN BHD

#### Entities over which KMPs /directors and/or their relatives are able to exercise significant influence

7	Excella Pencils Private Limited
8	Nilmac Packaging Industries Private Limited

### c Key Management Personnel and their Relatives

#### Name of the Person

#### Nature of Relationship

#### Key Management Personnel

Mr. Dilip Dandekar	Chairman & Non Executive Director (C & Non ED)
Mr. Shriram Dandekar *	Vice Chairman & Non Executive Director (VC & Non ED)
Mr. Satish Veerappa	Managing Director
Mr. Takeo Iguchi	Executive Director
Late Chetan Badal ****	Chief Financial Officer
Ms. Hinal Chheda *****	Company Secretary & Compliance Officer
Mr. Nilesh Choudhary **	Chief Financial Officer
Mr. Vipul Bhoy	Company Secretary & Compliance Officer

#### Relatives

Late Subhash Dandekar ***	Chairman Emeritus and brother of C & Non ED
Mrs. Aditi Dighe	General Manager and daughter of C & Non ED
Mr. Rahul Dandekar	General Manager and son of C & Non ED

\* Mr. Shriram Dandekar ceased to be Executive Director with effect from 01 April 2025.

\*\* Mr. Nilesh Choudhary appointed as Chief Financial Officer with effect from 08 July 2024.

\*\*\* Late Subhash Dandekar passed away during the quarter ended 30th September, 2024.

\*\*\*\* Late Chetan Badal ceased to be Chief Financial Officer and KMP with effect from 16 January 2024.

\*\*\*\*\* Ms. Hinal Chheda ceased to be Company Secretary with effect from 12 May 2023.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 35 RELATED PARTIES: (CONTD.)

### d Transactions with Holding Company

Particulars	Name of entity	Year ended 31 March 2025	Year ended 31 March 2024
<b>Purchase of goods</b>	Kokuyo Co. Limited	50.30	106.82
	<b>Total</b>	<b>50.30</b>	<b>106.82</b>
<b>Sale of goods</b>	Kokuyo Co. Limited	872.04	1,625.00
	<b>Total</b>	<b>872.04</b>	<b>1,625.00</b>
<b>Reimbursement of expenses paid</b>	Kokuyo Co. Limited	28.85	11.69
	<b>Total</b>	<b>28.85</b>	<b>11.69</b>
<b>Reimbursement of expenses received</b>	Kokuyo Co. Limited	28.94	95.11
	<b>Total</b>	<b>28.94</b>	<b>95.11</b>
<b>Dividend paid</b>	Kokuyo Co. Limited	373.33	373.33
	<b>Total</b>	<b>373.33</b>	<b>373.33</b>

### Balances with Holding Company

Particulars	Name of entity	Year ended 31 March 2025	Year ended 31 March 2024
<b>Net amount receivable</b>	Kokuyo Co. Limited	251.75	235.75
	<b>Total</b>	<b>251.75</b>	<b>235.75</b>

### e Transactions with Fellow subsidiary company

Particulars	Name of entity	Year ended 31 March 2025	Year ended 31 March 2024
<b>Purchase of goods</b>	Kokuyo Vietnam Co. Limited	5.60	16.38
	Kokuyo Co. Limited, Hong Kong Branch	-	69.63
	Kokuyo Vietnam Trading Co. Limited	0.49	-
	<b>Total</b>	<b>6.09</b>	<b>86.01</b>
<b>Sale of goods</b>	Kokuyo Vietnam Trading Co. Limited	3.49	2.43
	Kokuyo Commerce (Shanghai) Co. Ltd.	22.66	11.69
	<b>Total</b>	<b>26.15</b>	<b>14.12</b>
<b>Purchase of property, plant and equipment</b>	Kokuyo International (Malaysia) SDN BHD	15.20	-
	<b>Total</b>	<b>15.20</b>	<b>-</b>
<b>Reimbursement of expenses paid</b>	Kokuyo Commerce (Shanghai) Co. Ltd	5.35	-
	Kokuyo Co. Ltd Hong Kong Branch	0.02	-
	<b>Total</b>	<b>5.37</b>	<b>-</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 35 RELATED PARTIES: (CONTD.)

### Balances with Fellow subsidiary company

Particulars	Name of entity	Year ended 31 March 2025	Year ended 31 March 2024
Net amount receivable	Kokuyo Vietnam Trading Co. Limited	1.37	2.43
	Kokuyo Commerce (Shanghai) Co. Ltd	22.66	11.69
	<b>Total</b>	<b>24.03</b>	<b>14.12</b>

### f Transactions with entities over which KMPs / directors and/or their relatives are able to exercise significant influence

Particulars	Name of entity	Year ended 31 March 2025	Year ended 31 March 2024
Receiving services	Nilmac Packaging Industries Private Limited	-	120.93
	Excella Pencils Private Limited	1,106.21	1,244.21
	<b>Total</b>	<b>1,106.21</b>	<b>1,365.14</b>
Reimbursement of expenses	Excella Pencils Private Limited	21.36	33.46
	<b>Total</b>	<b>21.36</b>	<b>33.46</b>

### g Balances with entities over which KMPs / directors and/or their relatives are able to exercise significant influence

Particulars	Name of entity	Year ended 31 March 2025	Year ended 31 March 2024
Net amount payable	Excella Pencils Private Limited	15.82	66.87
<b>Total</b>		<b>15.82</b>	<b>66.87</b>

### h Transactions with Key Management Personnel and their relatives

Compensation to the Key Management Personnel of the Company	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits	675.05	680.71
Post-employment benefits	139.25	165.84
Sitting fees to Directors	6.20	7.60
<b>Total</b>	<b>820.50</b>	<b>854.15</b>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

### A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 March 2025	Carrying amount				Fair Value			
	FVTOCI	FVTPL	Amortised Cost (not measured at fair value)	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Non-Current</b>								
(i) Investments	1,625.60	-	-	1,625.60	1,343.20	-	282.40	1,625.60
(ii) Other financial assets	-	-	307.98	307.98	-	-	-	-
<b>Current</b>								
(iii) Trade receivables	-	-	7,600.66	7,600.66	-	-	-	-
(iv) Cash and cash equivalents	-	-	724.19	724.19	-	-	-	-
(v) Bank balances other than (iv) above	-	-	50.23	50.23	-	-	-	-
	<b>1,625.60</b>	<b>-</b>	<b>8,683.06</b>	<b>10,308.66</b>	<b>1,343.20</b>	<b>-</b>	<b>282.40</b>	<b>1,625.60</b>
<b>Financial liabilities</b>								
<b>Current</b>								
(i) Short term borrowings	-	-	4,111.07	4,111.07	-	-	-	-
(ii) Trade payables	-	-	5,273.15	5,273.15	-	-	-	-
(iii) Other financial liabilities	-	-	2,466.56	2,466.56	-	-	-	-
	<b>-</b>	<b>-</b>	<b>11,850.78</b>	<b>11,850.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

31 March 2024	Carrying amount				Fair Value			
	FVTOCI	FVTPL	Amortised Cost (not measured at fair value)	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non-Current								
(i) Investments	983.42	-	-	983.42	714.00	-	269.42	983.42
(ii) Other financial assets	-	-	293.65	293.65	-	-	-	-
Current								
(iii) Trade receivables	-	-	8,266.50	8,266.50	-	-	-	-
(iv) Cash and cash equivalents	-	-	945.79	945.79	-	-	-	-
(v) Bank balances other than (iv) above	-	-	24.64	24.64	-	-	-	-
	<b>983.42</b>	<b>-</b>	<b>9,530.58</b>	<b>10,514.00</b>	<b>714.00</b>	<b>-</b>	<b>269.42</b>	<b>983.42</b>
Financial liabilities								
Current								
(i) Short term borrowings	-	-	6,507.99	6,507.99	-	-	-	-
(ii) Trade payables	-	-	6,630.12	6,630.12	-	-	-	-
(iii) Other financial liabilities	-	-	2,912.43	2,912.43	-	-	-	-
	<b>-</b>	<b>-</b>	<b>16,050.54</b>	<b>16,050.54</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### B. Measurement of fair values

#### Fair value hierarchy/Valuation technique

No financial instruments are recognised and measured at fair value, except derivative contracts which are measured at fair value through Statement of profit and loss and certain investments in equity instruments which are measured at fair value through OCI.

For all the financial assets and liabilities referred above that are measured at amortised cost, their carrying amounts are reasonable approximations of their fair values. The carrying amounts of loans, trade receivables, trade payables, cash and cash equivalents, other bank balances, other financial assets, other financial liabilities are considered to be the same as their fair values due to their short term nature.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Investments in quoted equity shares are measured at fair value through other comprehensive income using quoted market price as at reporting date. These instruments are classified as level 1. For investments in non quoted equity shares the Company obtained Independent Valuations of underlying assets of the entity to determine the fair value of Land and Building and arrived at fair value of its investments. These instruments are classified as level 3.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Level 1: This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (For example, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

### Valuation techniques and significant unobservable inputs ( for level 2 and level 3 instruments)

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
Un-quoted investments	Valuation of underlying assets of the entity	Market rate used for valuation	10% increase (decrease) would result in increase (decrease) in fair value by ₹ 28.24 lakhs. (31 March 2024 : ₹ 26.94 lakhs)

### Reconciliation of fair value measurement of investment in unquoted equity instrument classified as FVTOCI (Level 3):

The following table shows a reconciliation from the opening balances to closing balances for Level 3 fair value.

	As at 31 March 2025	As at 31 March 2024
Opening balances	269.42	255.17
Remeasurement recognised in OCI	12.98	14.25
<b>Closing balances</b>	<b>282.40</b>	<b>269.42</b>

## C Financial risk management

### Risk management framework

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risks. The Company's senior management and key management personnel have the ultimate responsibility for managing these risks. The Company has a process to identify and analyse the risks faced by the Company, to set appropriate risk limits and to control and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

### i Management of the credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

#### Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large. All trade receivables are reviewed and assessed for default on a regular basis. The historical experience of collecting receivables, supported by the level of default, is that the credit risk is low.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. The Company assesses and manages credit risk based on the Company's credit policy. Under the Company's credit policy, each new customer is analysed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered. The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company's trade receivables are geographically dispersed. The Management do not believe there are any particular customers or group of customers that would subject the Company to any significant credit risks in the collection of accounts receivable.

The carrying amount of trade receivables represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 7,600.66 lakhs and ₹ 8,266.50 lakhs as at 31 March 2025 and 31 March 2024 respectively.

(Refer Note 9)

**Following is the movement in Provision for Expected credit loss on trade receivables:**

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	6.04	394.70
(Reversal of impairment loss) / Impairment loss recognised	(2.58)	(18.37)
Amounts written off	-	(370.29)
<b>Closing balance</b>	<b>3.46</b>	<b>6.04</b>

### Cash and cash equivalents

The Company is also exposed to credit risks arising on cash and cash equivalents and term deposits with banks. The Company believes that its credit risk in respect of cash and cash equivalents and term deposits is insignificant as funds are invested in term deposits at pre -determined interest rates for specified period of time. For cash and cash equivalents and other bank balances, only high rated banks are accepted.

### Other Financial Assets:

The Company periodically monitors the recoverability and credit risks of its other financial assets including employee loans, deposits and other receivables. The Company evaluates 12 month expected credit losses for all the financial assets for which credit risk has not increased. In case credit risk has increased significantly, the Company considers life time expected credit losses for the purpose of impairment provisioning.

**Following is the movement in Provision for Expected credit loss on Other non-current and current assets:**

	As at 31 March 2025	As at 31 March 2024
Loss allowance at the beginning of the year	28.32	27.01
Changes in allowance during the year	32.26	1.31
Loss allowance as at the end of the year	60.58	28.32

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

### ii Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintains a cautious funding strategy. This is the result of cash generated from the business. Cash flow from operating activities provides the funds to service the working capital requirement. The Company also has adequate borrowings limits/funding from long term/short term sources. Accordingly, low liquidity risk is perceived.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

	Contractual cash flows				
	Carrying amount	Total	Less than 1 year	1- 5 years	More than 5 years
<b>As at 31 March 2025</b>					
<b>Non-derivative financial liabilities</b>					
Short term borrowings	4,111.07	4,111.07	4,111.07	-	-
Trade payables	5,273.15	5,273.15	5,273.15	-	-
Other financial liabilities	2,466.56	2,466.56	2,466.56	-	-
Lease liabilities	1,299.37	1,575.65	392.93	1,182.72	-
<b>As at 31 March 2024</b>					
<b>Non-derivative financial liabilities</b>					
Short term borrowings	6,507.99	6,507.99	6,507.99	-	-
Trade payables	6,630.12	6,630.12	6,630.12	-	-
Other financial liabilities	2,912.43	2,912.43	2,912.43	-	-
Lease liabilities	1,525.77	1,949.87	374.22	1,575.65	-

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

### iii Market risk - Currency risk

The Company's operations result in it being exposed to foreign currency risk on account of trade receivables, trade payables and borrowings. The foreign currency risk may affect the Company's income and expenses, or its financial position and cash flows. The objective of the Company's management of foreign currency risk is to maintain this risk within acceptable parameters, while optimising returns. The Company's exposure to, and management of these risks is explained below:

**The Company's exposure to foreign currency risk at the end of the reporting period expressed in lakhs, are as follows:**

	As at 31 March 2025		As at 31 March 2024	
	Foreign currency Amount	Amount in ₹	Foreign currency Amount	Amount in ₹
<b>Receivables</b>				
USD	4.58	392.31	8.86	738.33
<b>Payables</b>				
YEN	753.25	427.47	1,078.50	594.15
USD	1.11	94.73	7.33	610.80
EUR	-	-	0.06	5.19

	As at 31 March 2025		As at 31 March 2024	
	Foreign currency Amount	Amount in ₹	Foreign currency Amount	Amount in ₹
<b>Net exposure</b>				
USD	3.48	297.58	1.53	127.53
EURO	-	-	(0.06)	(5.19)
YEN	(753.25)	(427.47)	(1,078.50)	(594.15)

A 10% strengthening/weakening of the respective foreign currencies with respect to functional currency of the Company would result in increase or decrease in profit or loss and equity as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in ₹	Profit or (loss)/ Equity	
	As at 31 March 2025	As at 31 March 2024
<b>Currencies (increase in rate by 10%)</b>		
USD	29.76	12.75
YEN	(42.75)	(59.41)
EUR	-	(0.52)
	<b>(12.99)</b>	<b>(47.18)</b>

If the rate is decreased by 10% then there will be increase in profit and equity of ₹ 12.99 lakhs for the year ended 31 March 2025 and increase in profit and equity of ₹ 47.18 lakhs for the year ended 31 March 2024.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

### iv Market risk - Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term borrowings (excluding commercial paper) with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Interest rate exposure:	Total borrowings	Floating rate borrowings	Fixed rate borrowings
Term loan and short term borrowings	4,111.07	4,111.07	-
<b>Total as at 31 March 2025</b>	<b>4,111.07</b>	<b>4,111.07</b>	<b>-</b>
Term loan and short term borrowings	6,507.99	6,507.99	-
<b>Total as at 31 March 2024</b>	<b>6,507.99</b>	<b>6,507.99</b>	<b>-</b>

Interest rate sensitivities for unhedged exposure (impact on profit on increase of interest rate by 100 bps):

Particulars	As at 31 March 2025	As at 31 March 2024
Term loan and short term borrowings	(41.11)	(65.08)

If the rate is decreased by 100 bps profit will increase by an equal amount. Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period.

### v Market risk - Other market price risks

The Company is exposed to equity price risk, which arises from Fair Value through Other Comprehensive Income (FVOCI) equity securities which are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India. For such investments, classified as FVOCI, a 2% increase in the BSE index at 31 March 2025 would have increased equity by ₹ 26.86 lakhs (31 March 2024 : ₹ 14.28 Lakhs); an equal change in the opposite direction would have decreased equity by ₹ 26.86 lakhs (31 March 2024 : ₹ 14.28 lakhs).

## 37 OPERATING SEGMENTS

The Company is in the business of manufacturing, trading and selling of stationery. It manufactures and sells scholastic products, writing instruments, notebooks, marker pens, inks, fine-art colours and accessories, hobby colours, pencils and other stationery products. The Management is of the view that the risks and returns for these products are not significantly different. Accordingly, the Company has a single reportable segment i.e. 'Consumer products' as per Ind AS 108 'Operating Segments' which is reviewed by Chief Operating Decision Maker (CODM). The Chief Executive Officer / Managing Director along with Senior Corporate Officers Committee is the CODM of the Company. Further, export sales are not significant and there is no reportable secondary segment.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 38 IND AS 115 – REVENUE FROM CONTRACTS WITH CUSTOMERS

- (A) The Company is in the business of manufacturing, trading and selling of stationery. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery depending on the contractual terms with the customers. Accruals for discounts/incentives are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established and the Company does not give significant credit period resulting in no significant financing component.
- (B) Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contracts with customer as per Contract price	81,146.60	86,341.37
Less: Discounts, incentives, rebates	4,756.16	4,863.56
Less:- Sales Returns /Credits / Reversals	392.84	96.64
Revenue from contracts with customer as per statement of profit and loss	<b>75,997.60</b>	<b>81,381.17</b>

Disaggregation of revenue from contract with customers :

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Geography</b>		
Domestic	73,393.81	77,477.36
Exports	2,603.79	3,903.81
<b>Total</b>	<b>75,997.60</b>	<b>81,381.17</b>
<b>Sales channel</b>		
Distributors or dealers (including exports)	71,749.09	77,976.88
Modern trade	4,248.51	3,404.29
<b>Total</b>	<b>75,997.60</b>	<b>81,381.17</b>
<b>Product Category</b>		
Fine Art and Hobby	14,040.64	14,246.74
Ink and Adhesives	4,454.97	5,196.86
Office and Scholastic	34,629.87	23,942.26
Paper Stationery	11,314.16	12,765.52
Technical Instruments	5,276.11	6,142.37
Writing Instruments	11,038.01	23,950.98
Less: Discounts, incentives, rebates	(4,756.16)	(4,863.56)
<b>Total</b>	<b>75,997.60</b>	<b>81,381.17</b>



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 38 IND AS 115 – REVENUE FROM CONTRACTS WITH CUSTOMERS (CONTD.)

### (C) Performance obligation

Revenue from sale of goods measured upon satisfaction of performance obligation which is at a point of time when the control of goods is transferred to the customer, generally on delivery of goods. Payment terms are generally in the range of advance to 120 days.

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue by time		
Revenue recognised at point in time	75,997.60	81,381.17
Revenue recognised over time	-	-
<b>Total</b>	<b>75,997.60</b>	<b>81,381.17</b>

### (D) Contract liability (advance from customers)

	As at 31 March 2025	As at 31 March 2024
Advance from customers	8.41	5.14

The contract liability outstanding at the beginning of the year has been recognised as revenue during the year. Contract liability of the current year will be recognised as revenue in the coming 12 months.

## 39 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act 2013, the Company has formed a Corporate Social Responsibility (CSR) Committee. The CSR Committee approved CSR Policy where certain focus areas out of list of activities covered in Schedule VII of the Companies Act 2013, have been identified to incur CSR expenditure.

	As at 31 March 2025	As at 31 March 2024
Accrual towards unspent obligations in relation to:		
Ongoing project	-	-
Other than ongoing project	-	-
(a) Gross amount required to be spent by the Company during the year as per section 135 of the act	55.60	9.85
(b) Amount approved by the Board to be spent during the year	55.60	10.00
(c) Amount of expenditure incurred	55.60	9.96
(d) Shortfall at the end of the year	-	-
(e) Total of previous years shortfall	-	-
(f) Reason for shortfall	Not applicable	Not applicable
(g) Nature of CSR activities		
Contribution towards setting up a Science Lab in a Junior College	48.79	3.46
Contribution towards Swachh Bharat Kosh	0.31	-
Contribution towards education of underprivileged girls in India	6.50	6.50
(h) Details of related party transactions	-	-
(i) Provision is made with respect to a liability incurred by entering into a contractual obligation	-	-

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 40 FINANCIAL RATIOS

Particulars	Numerator	Denominator	For the Year ended 31 March 2025	For the Year ended 31 March 2024	% of variance	Explanation for change in the ratio by more than 25%
<b>Liquidity Ratio</b>						
Current Ratio (times)	Current Assets	Current Liabilities	1.97	1.77	11%	-
<b>Solvency Ratio</b>						
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.14	0.22	-38%	There has been significant decrease in the total debts of the Company resulting into lower Debt-Equity ratio.
Debt Service Coverage Ratio (in times)	Net Profit after taxes + Non- cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Interest + Lease Payments + Repayment of Long-term debt excluding prepayments	4.85	14.78	-67%	There has been significant decrease in net profit and total debts of the Company resulting into lower debt service coverage ratio.
<b>Profitability ratio</b>						
Net Profit Ratio (%)	Profit After Tax	Total Sales	0.76	5.37	-86%	There has been a significant decrease in the Company's net profit due to decrease in revenues and margins on account of inventory adjustment(refer note no. 43).
Return on Equity Ratio (%)	Profit After Tax - Preference Div. (if any)	Average Shareholder's Equity	1.95	15.68	-88%	
Return on Capital employed (%)	Earning before interest and tax	Net worth + Current and Non current borrowings + Deferred tax liability	3.87	17.48	-78%	
Return on Investment (in times)	Net return on Investment	Cost of Investment	17.51	(7.92)	-321%	The market value of quoted investment has gone up in current year and Company has registered a higher profits on investment as compared to previous year resulting in a higher return on investment.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 40 FINANCIAL RATIOS (CONTD.)

Particulars	Numerator	Denominator	For the Year ended 31 March 2025	For the Year ended 31 March 2024	% of variance	Explanation for change in the ratio by more than 25%
<b>Utilization Ratio</b>						
Trade Receivables turnover ratio (times)	Revenue from sale of products	Average Trade Receivables	9.58	10.42	-8%	-
Inventory turnover ratio (in times)	Cost of goods sold or Sales	Average Inventory	2.88	2.82	2%	-
Trade payables turnover ratio (in times)	Net credit purchases	Average Trade Payables	7.57	7.50	1%	-
Net capital turnover ratio (in times)	Revenue from sale of products	Average Working Capital	5.76	6.94	-17%	-

## 41 DISCLOSURE OF INTERMEDIARIES

- a** The Company has not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- (a) directly or indirectly lend or Invest in other persons or entities Identified In any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries"); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b** The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- (a) directly or indirectly, lend or invest In other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries"); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## 42 ADDITIONAL REGULATORY INFORMATION PURSUANT TO THE REQUIREMENT IN DIVISION II OF SCHEDULE III TO THE COMPANIES ACT 2013

- i) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- ii) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- iii) Charges or satisfaction which are yet to be registered with Registrar of Companies beyond the satisfactory period.

Charge holder's name	Amount in lakhs	Status
Ford Credit Kotak Mahindra Limited	14.66	There is no outstanding liability w.r.t. these charges. The procedures of updating of Register of Charges for satisfaction of charge is yet to be completed with the Registrar of Companies.
ICICI Bank Ltd.	46.27	
Kotak Mahindra Primus Ltd.	14.64	
	<b>75.57</b>	

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 42 ADDITIONAL REGULATORY INFORMATION PURSUANT TO THE REQUIREMENT IN DIVISION II OF SCHEDULE III TO THE COMPANIES ACT 2013 (CONTD.)

- iv) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- v) The Company has not surrendered or disclosed any such transaction which is not recorded in the books of accounts as Income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- vi) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vii) The Company does not have any such transaction which are not recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Company has not revalued its property, plant and equipment's and intangible assets and investment property.

**43** During the year ended 31 March 2025, the management, following an internal assessment, suo moto, had identified discrepancies between physical quantity recorded in the books of account and the physical inventory. The loss of ₹ 2,356.81 lakhs has been recognised during the year as ₹ 819.92 lakhs in cost of material consumed, ₹ 1,324.37 lakhs in changes in inventories and ₹ 212.52 lakhs towards indirect taxes.

The Company engaged an independent external agency on 7 November 2024 to conduct a forensic audit for the period April 2021 to September 2024 at one of its plants to investigate the discrepancies. The report of the said agency dated 11 February 2025 is available on the website of the Stock Exchange along with management comments. Following the findings of the forensic investigation, management has undertaken appropriate disciplinary actions, including the termination of certain employees implicated in the matter.

Considering the nature of the discrepancies identified in the report, no adjustment is made for the comparative periods in the financial statements as the impact is not precisely ascertainable.

The accompanying notes form an integral part of the financial statements.  
As per our report of even date attached

### For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kokuyo Camlin Limited

CIN : L24223MH1946PLC005434

### Maulik Jhaveri

Partner

Membership No: 116008

### Satish Veerappa

Managing Director

DIN: 00507955

### Nandini Chopra

Non- Executive Director

DIN: 07891312

### Dilip Dandekar

Chairman & Non - Executive Director

DIN: 00846901

### Nilesh Kumar Choudhary

Chief Financial Officer

Membership No: 061211

### Vipul Bhoj

Company Secretary &  
Compliance Officer  
Membership No: 44964

### Shriram Dandekar

Vice Chairman & Non-Executive Director

DIN: 01056318

Mumbai: 28 May 2025

Mumbai: 28 May 2025

## STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS

(FOR AUDIT REPORT WITH MODIFIED OPINION) SUBMITTED ALONG WITH ANNUAL STANDALONE AUDITED FINANCIAL RESULTS

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025

I.	Sr. no.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	76,32,774	*
	2	Total Expenditure	75,452.92	
	3	Net Profit/(Loss)	583.30	
	4	Earnings Per Share	0.58	
	5	Total Assets	45,498.05	
	6	Total Liabilities	15,253.10	
	7	Net Worth	30,244.95	
	8	Any other financial item(s) (as felt appropriate by the management)	-	

\* Considering the nature of the discrepancies identified in the forensic report, no adjustment is made for the comparative periods in the financial statements as the impact is not precisely ascertainable.

### II. AUDIT QUALIFICATION (EACH AUDIT QUALIFICATION SEPARATELY):

#### a. Details of Audit Qualification:

"During the year, the management had identified discrepancies between physical quantity recorded in the books of account and the physical inventory. Accordingly, an expense (including indirect taxes) of Rs. 2,356.81 lakhs has been recognised for the year ended 31 March 2025. Management has not identified the possible impact, if any, of the discrepancy on the prior periods presented or opening balances as at 1 April 2023. As a result, no adjustment is made to the comparative information. This constitutes a departure from Indian Accounting Standard prescribed under section 133 of the Companies Act, 2013 ("the Act") which requires correction of material prior period errors retrospectively."

#### b. Type of Audit Qualification: Qualified Opinion

#### c. Frequency of qualification: First time

#### d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable

#### e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Not quantifiable

(ii) If management is unable to estimate the impact, reasons for the same:

Given the nature of the identified discrepancies in the forensic report, the management has concluded not to reinstate the financial statements of earlier years, as the impact is not precisely ascertainable.

(iii) Auditors' Comments on (i) or (ii) above: None

### III. SIGNATORIES:

- Managing Director
- CFO
- Audit Committee Chairman
- Statutory Auditor

Place : Mumbai

Date : 28th May, 2025





**KOKUYO CAMLIN LIMITED**

A SUBSIDIARY OF KOKUYO CO. LTD., JAPAN

CIN: L24223MH1946PLC005434

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