

Notice

NOTICE is hereby given that the 76th Annual General Meeting of the Members of Kokuyo Camlin Limited, will be held on Friday, the 28th July, 2023 at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2023 and the Reports of the Directors and Auditors thereon.
2. To declare dividend of ₹ 0.50 per equity share of ₹1/- each (50%) for the financial year ended 31st March, 2023.
3. To appoint a Director in place of Mr. Dilip D. Dandekar (DIN: 00846901), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Masaharu Inoue (DIN: 10154904) as Non-Executive Director of the Company.**

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 149,152,160 and such other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and pursuant to the recommendation of the Remuneration and Nomination Committee and the Board of Directors, Mr. Masaharu Inoue (DIN: 10154904), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors with effect from 12th May, 2023 and who holds the office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company and that his term of office shall be liable to retirement by rotation.”

RESOLVED FURTHER THAT any one of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or Mr. Satish Veerappa, Chief Executive Officer be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

5. **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 in the form of Annual Subscription towards club membership and Provision of Car and Driver with maintenance expenses upto an amount not exceeding ₹14,00,000/- (Rupees Fourteen Lakhs) per annum.”

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 LASTLY THAT Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or Mr. Satish Veerappa, Chief Executive Officer be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

Regd. Office:

Kokuyo Camlin Limited
CIN: L24223MH1946PLC005434
48/2, Hilton House,
Central Road, M.I.D.C.,
Andheri (East),
Mumbai-400 093
Dated: 12th May, 2023

By Order of the Board

Dilip D. Dandekar
Chairman &
Non-Executive Director

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NOTES:

1. Pursuant to General Circular No. 10/2022 dated 28th December, 2022 read with General Circular No. 20/2020 dated 5th May, 2020 and General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 & 13th April, 2020 respectively, issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (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, 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 with a copy marked to 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. 4 & 5 is annexed hereto. The Board of Directors of the Company at its meeting held on 12th May, 2023 considered that the business under item no. 4 & 5, being unavoidable, be transacted at the 76th 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 Book will remain closed from Saturday, 22nd July, 2023 to Friday, 28th July, 2023 (both days inclusive) for the purpose of dividend and AGM.
7. The dividend of ₹0.50 per equity share of ₹1/- each (50%), as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, after 28th July, 2023, to those persons:
 - a. Whose names appear as beneficial owners as at the end of business hours on Friday, 21st July, 2023 in the list of beneficial owners to be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) in respect of the shares held in electronic form;
 - b. Whose names appear as Members in the register of Members of the Company as at the end of business hours on Friday, 21st July, 2023 in respect of the shares held in physical form.

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8. Pursuant to the Income Tax (IT) Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of the Members with effect from 1st April, 2020. Therefore, the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates. Members are requested to update their residential status, PAN, category as per the IT Act with their Depository Participants (DPs) or in case, shares are held in physical form, with the Company/Registrar & Share Transfer Agent (RTA) of the Company viz. Link Intime India Pvt. Ltd on or before 21st July, 2023.

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR-1 along with the original cancelled cheque bearing the name of the Member to the Company/RTA to update their bank account details. Members may please note that their bank details as furnished by the respective Depositories/RTA to the Company will be considered for remittance of dividend as per the applicable regulations and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.

Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank mandate, the Company shall dispatch the dividend warrant/ Banker's cheque/ demand draft to such members.

9. 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) 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.

10. 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) the information on dividend which remains unclaimed with the Company for the financial year ended 31st March, 2009 and thereafter. The information is also available on the website of the Ministry of Corporate Affairs (www.mca.gov.in).
11. 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. Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. 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.
13. 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. The same will be replied by the Company suitably.
14. Members who would like to register themselves as a speaker at the AGM shall send a request to the Company at investorrelations@kokuyocamlin.com from 17th July, 2023 to 21st July, 2023. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
15. 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.
16. 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

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- 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. 21st July, 2023 may obtain the login ID and password by sending a request at 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.
17. Since the AGM is held through VC/OAVM, the facility for voting through Ballot paper shall not be made available at the AGM.
 18. The Board of Directors of the Company, at its meeting held on 12th May, 2023 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswini 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 on or before 29th July, 2023 and communicated to the Stock Exchanges, Depository, RTA and displayed on the Company's website at www.kokuyocamlin.com.
 19. In compliance with aforesaid MCA and SEBI circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling AGM and Annual Report 2022-23 are available on the website of the Company at 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 and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsd.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).
 20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
 21. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th 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 Link Intime India Pvt. Ltd., (RTA) for assistance in this regard.
 22. Pursuant to the Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, the SEBI mandated the listed Companies to record the PAN, Nomination, KYC details and Bank account details of all the shareholders holding physical securities till 1st October, 2023, failing which the account shall be frozen. Members holding shares in physical form are requested to provide their details as mentioned above. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.kokuyocamlin.com/updates-forms>.
 23. 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.
 24. 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.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 25th July, 2023, at 09:00 A.M. and ends on Thursday, 27th July, 2023 at 05:00 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. 21st July, 2023, 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 21st July, 2023.

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

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

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

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"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for 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?

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.

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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or

“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in.

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@kokuyocamlin.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@kokuyocamlin.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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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 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.

2. 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. 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: 12th May, 2023

By Order of the Board

Dilip D. Dandekar
Chairman &
Non-Executive Director

Annexure forming part of the Notice

Explanatory Statement

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

Item No.4

The Board of Directors at its meeting held on 12th May, 2023, on the recommendation of Remuneration and Nomination Committee, had appointed Mr. Masaharu Inoue as an Additional Non-Executive Director with effect from 12th May, 2023, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act), read with Article 128 of Articles of Association of the Company. He holds the office upto conclusion of this Annual General Meeting and is eligible to be appointed as Non-Executive Director whose term of office shall be liable to retirement by rotation.

The Company has received a notice in writing under the provisions of Section 160 (1) of the Companies Act, 2013 from a member proposing the candidature of Mr. Masaharu Inoue for the office of Director. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Masaharu Inoue as a Director.

The details regarding the proposed appointment of Mr. Masaharu Inoue as a Director and his brief resume has been given in the Annexure forming part of this Notice for information to the Members.

Mr. Masaharu Inoue is eligible to be appointed as a Director in terms of Section 164(2) of the Act, A declaration to that effect and a consent to act as a Director subject to appointment by members has been received from him. He has also confirmed that he was not debarred from holding office of Director pursuant to any order of SEBI or such other authority.

None of the Directors/Key Managerial Personnel (KMP) of the Company and their relatives except the appointee is concerned or interested in the resolution. Mr. Inoue is not related to Director or KMP of the Company.

The Directors recommends the ordinary resolution as set out at item no.4 of this Notice for your approval.

Item No.5

The Board of Directors on the recommendation of Remuneration & Nomination Committee at its meeting held on 6th May, 2022, 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 and provision of Car and Driver with maintenance expenses not exceeding ₹12,00,000/- (Rupees Twelve Lakhs only). The aforesaid remuneration was further approved by the Shareholders at the 75th Annual General meeting held on 29th June, 2022 by passing a special resolution.

The Company now proposes to pay a remuneration to Mr. Dilip D. Dandekar, Chairman and Non-Executive Director by way of aforesaid perquisites not exceeding ₹14,00,000/- (Rupees Fourteen Lakhs Only) per annum. 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.

Mr. Dilip D. Dandekar is associated and holds various positions with industry bodies namely, Indian Merchants' Chamber, Federation of Indian Chambers of Commerce & Industry (FICCI), International Chambers of Commerce (ICC) and World Chambers Federation 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.

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

Since the payment of remuneration to Mr. Dilip D. 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 aforesaid payment of remuneration was approved by the Board of Directors in their meeting held on 12th May, 2023 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 24th 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	2022-23	2021-22	2020-21
1	Revenue from operations (Net)	77494.32	50847.23	40312.37
2	Profit /(Loss) before tax	3514.48	(472.85)	(1816.29)
3	Profit / (Loss) after tax	2444.73	(472.85)	(1461.84)

Annexure forming part of the Notice (Contd.)

iv. Foreign Investments or Collaborations, if any.

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

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

II. INFORMATION ABOUT MR. DILIP D. DANDEKAR:

i. Background Details:

Mr. Dilip D. Dandekar (71) G.C.D, is one of the promoter 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 1st June, 2002. The Board of Directors in its meeting held on 1st 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 1st September, 2021.

ii. Past Remuneration:

- ₹9.01 Lakhs by way of perquisites in the form of Annual subscription towards club membership and Provision of car and Driver with maintenance expenses; and
- ₹3.10 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 52 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 D. Dandekar is associated and held various positions with industry bodies namely, Indian Merchants' Chamber, FICCI and International Chambers of Commerce (ICC), World Chambers Federation 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.

v. Remuneration Proposed:

As stated in the Explanatory Statement.

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

Taking into consideration, the size of the Company, the profile of Mr. Dilip D. 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 General Manager, Business Development (Fine Art & Hobby).

III. OTHER INFORMATION:

i. Reasons for loss or inadequate profits:

Not applicable as the Company has made a profit before tax of ₹ 3,514.48 Lakhs for the Financial Year 2022-23. However, the minimum remuneration in the event of inadequate profit is being proposed as abundant caution.

ii. Steps taken or proposed to be taken for improvement:

Not applicable since the Company has adequate profit.

iii. Expected increase in productivity and profits in measurable terms:

Not applicable since the Company has adequate profit.

IV. Disclosures:

With regards to remuneration paid to Directors and Managers, 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 D. 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 Directors recommends the Special Resolution as set out at item no.5 of this Notice for your approval.

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]

Name	Mr. Dilip D. Dandekar	Mr. Masaharu Inoue
Designation	Chairman & Non-Executive Director	Additional Non-Executive Director
Director Identification Number	00846901	10154904
Age	71 years	55 years
Date of first Appointment on the Board	1 st January, 1979	12 th May, 2023
Expertise in Specific Functional Area	Over 52 years of wide experience in the field of Marketing, Administration and overall Management of the Company	He has a wide experience in the field of sales, planning, M & A, Management etc.
Qualification	G.C.D.	Commerce Graduate from Kwansai Gakuin University
Terms and Conditions of Re-appointment	Liable to retire by rotation	Liable to retire by rotation
Details of remuneration sought to be paid	₹14,00,000 per annum by way of perquisites	Nil
Last drawn remuneration	a) ₹9.01 Lakhs (Perquisites in the form of Annual subscription towards club membership and provision of car and driver with maintenance expenses. b) ₹3.10 lakhs by way of sitting fees.	Nil
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies	8	Nil
Chairman/Member in the Committees of the Boards of other Listed Companies	2 (Member of the Audit Committee and Nomination & Remuneration Committee of Datamatics Global Services Limited)	Nil
No. of Shares held in the Company	2,00,000 Equity Shares	Nil
Number of meetings of the Board attended during the year	5	Not Applicable