



## KOKUYO CAMLIN LIMITED

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

16<sup>th</sup> September, 2025

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

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

**Symbol: KOKUYOCLN**

**Scrip Code: 523207**

Dear Sirs,

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

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Postal Ballot Notice seeking approval of the members of the Company by way of special resolution for appointment of Mr. Takashi Itoguchi (DIN:08520967) as Director in whole-time employment designated as 'Executive Director' for the period of 3 (three) years commencing 8<sup>th</sup> August, 2025 up to 7<sup>th</sup> August, 2028 (both days inclusive) and payment of remuneration during the 3 (three) year term.

The Postal Ballot Notice is being circulated to Members whose email addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company / list of Beneficial Owners maintained by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited as on 12<sup>th</sup> September, 2025 (cut-off date), for seeking approval of the members by way of Special resolution.

The Company has engaged the services of NSDL for the purpose of providing an e-voting facility to all its members. The voting on Postal ballot through remote e-voting shall commence at 9:00 a.m. (IST) on Wednesday, 17<sup>th</sup> September, 2025 and shall end at 5:00 p.m. (IST) on Thursday, 16<sup>th</sup> October, 2025. The result of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on 18<sup>th</sup> October, 2025.

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

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

Thanking you.  
Yours Faithfully,

**FOR KOKUYO CAMLIN LIMITED**

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

Encl : a/a



## KOKUYO CAMLIN LIMITED

CIN: L24223MH1946PLC005434

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

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

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

### POSTAL BALLOT NOTICE

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

Dear Member(s),

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

1. Appointment of Mr. Takashi Itoguchi (DIN:08520967) as Director in whole-time employment designated as 'Executive Director' for the period of 3 (three) years commencing 8<sup>th</sup> August, 2025 up to 7<sup>th</sup> August, 2028 (both days inclusive) and payment of remuneration during the 3 (three) year term.

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

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

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

The Board of Directors of the Company, at its meeting held on 8<sup>th</sup> August, 2025 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswi Jogal, Partner of M/s. JHR & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

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 announced not later than 2 (two) working days of the conclusion of the e-voting, and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at [www.kokuyocamlin.com](http://www.kokuyocamlin.com)

## **SPECIAL BUSINESS:**

- 1. Appointment of Mr. Takashi Itoguchi (DIN:08520967) as Director in whole-time employment designated as 'Executive Director' for the period of 3 (three) years commencing 8<sup>th</sup> August, 2025 up to 7<sup>th</sup> August, 2028 (both days inclusive) and payment of remuneration during the 3 (three) year term.**

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

**"RESOLVED THAT** Mr. Takashi Itoguchi (DIN:08520967), who was appointed by the Board of Directors, based on the recommendation of the Remuneration and Nomination Committee of the Board of Directors, as an Additional Director of the Company effective from 8<sup>th</sup> August, 2025 and who holds office as an Additional Director, up to the date of next Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Listing Regulations**") and based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Takashi Itoguchi (DIN:08520967) as Director in the Whole-time employment designated as 'Executive Director' (whose term of office shall be liable to retirement by rotation) for a period of 3 (three) years commencing 8<sup>th</sup> August, 2025 up to 7<sup>th</sup> August, 2028 (both days inclusive) and he shall be entitled to receive a monthly salary of ₹ 2,26,000/- (Rupees Two Lakh Twenty Six Thousand) plus house rent allowance, perquisites and other allowances and benefits ("**Total Remuneration**") as recommended by the Remuneration and Nomination Committee of the Board of Directors and as set out in the explanatory statement annexed hereto and also as set out in the agreement to be executed between the Company and Mr. Takashi Itoguchi ("**said agreement**"), with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment, as may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Takashi Itoguchi.

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

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

### **Regd. Office:**

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

### **By Order of the Board**

**For Kokuyo Camlin Limited**

**Vipul Bhoy**

**Company Secretary & Compliance officer**

Dated: 8<sup>th</sup> August, 2025

**Notes:**

1. The Explanatory Statement as required under Section 102 and 110 of the Act, and Rules 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts in respect of the business referred to in Item no. 1 is annexed hereto and forms part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 12<sup>th</sup> September, 2025 ("**Cut-off date**"). In compliance with MCA circulars, the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). Postal Ballot Notice will also be available on the Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com), website of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Postal Ballot is being conducted through e-voting only.
3. Only those Members whose names appear on the Register of Members / List of Beneficial Owners as on 12<sup>th</sup> September, 2025 will be considered for the purpose of voting. A person who is not a member as on cut-off date should treat this notice of Postal Ballot for information purpose only.
4. The Resolutions, if passed by the Members through postal ballot shall be deemed to have been passed on Thursday, 16<sup>th</sup> October, 2025 i.e. the last date specified for receipt of the votes through remote e-voting process.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 12<sup>th</sup> September, 2025. The remote e-voting period will commence on Wednesday, 17<sup>th</sup> September, 2025 (9:00 am) and will end on Thursday, 16<sup>th</sup> October, 2025 (5:00 pm). Remote e-voting will be blocked by NSDL thereafter.
6. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL.
7. All the material documents referred to in the explanatory statement shall be available for inspection for Members through electronic mode from 17<sup>th</sup> September, 2025 to 16<sup>th</sup> October, 2025. Members seeking to inspect such documents can send an email to [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com) from their registered email address mentioning their names, folio no./ DP ID & Client ID.
8. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

**The details of the process and manner for remote e-voting are explained herein below:****How do I vote electronically using NSDL e-Voting system?**





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

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

In terms of SEBI circular dated December 9, 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
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.

Type of shareholders	Login Method
	<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.nsd.com">https://eservices.nsd.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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.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.

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

### **How to cast your vote electronically on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@jhrasso.com](mailto:info@jhrasso.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager – NSDL, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

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

**Regd. Office:**

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

Dated: 8<sup>th</sup> August, 2025

**By Order of the Board**

**For Kokuyo Camlin Limited**

**Vipul Bhoy**

**Company Secretary & Compliance officer**



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

**ITEM NO. 1:**

Based on the recommendation of Remuneration & Nomination Committee and the Audit Committee, the Board of Directors at its meeting held on 8<sup>th</sup> August, 2025, approved the appointment of Mr. Takashi Itoguchi (DIN:08520967) as an Additional Director of the Company in the Capacity of Director in whole time employment designated as Executive Director with effect from 8<sup>th</sup> August, 2025 for the period of 3 years.

In accordance with Section 161(1) of the Companies Act, 2013, Mr. Takashi Itoguchi shall hold office as an Additional Director up to the date of the next Annual General Meeting and is eligible to be appointed as a Director.

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

Mr. Takashi Itoguchi is a graduate of Doshisha University with a degree in Law. He joined Kokuyo in 1998 and spent his initial years in sales, gaining deep market insights. He played a key role in Kokuyo's entry into the Indian market through the M&A with Camlin Ltd. With over a decade of experience in India, Mr. Itoguchi has led initiatives in business analysis, and budgeting.

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

**I. SALARY:**

Salary shall be ₹ 2,26,000/- per month.

**II. HOUSE RENT ALLOWANCE:**

House rent allowance shall be ₹ 92,217/- per month.

**III. RENT FREE FURNISHED ACCOMODATION:**

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

**IV. PERQUISITES AND OTHER ALLOWANCES:**

- a) Mr. Takashi Itoguchi shall be entitled to leave travel allowance of ₹ 51,000/- per annum.

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

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

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

- a. Indian Government is having Social Security Agreement (SSA) with Japan and accordingly, Mr. Takashi Itoguchi does not fall under the purview of provision of Employee's Provident Fund and Miscellaneous Provision Act, 1952. Hence, he is not considered as PF covered employee. Should there be any requirement to contribute to Provident Fund because of change in law, the same shall be complied with.
- b. Mr. Takashi Itoguchi shall be entitled to gratuity payable as per the policies/rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

## **VI. TOTAL REMUNERATION:**

The aggregate of the remuneration including contribution towards Gratuity Fund, payable to Mr. Takashi Itoguchi taken together be calculated in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof amended from time to time.

## **VII. MINIMUM REMUNERATION:**

In the event of inadequacy or absence of profit in any financial year of the Company during the term of Mr. Takashi Itoguchi, the minimum remuneration payable to him shall be by way of Salary, House Rent allowance, Perquisites and other Allowances as set above subject to the provisions of Section 197 of the Companies Act, 2013 and subject to compliances required under Schedule V of the Companies Act, 2013 as may be amended from time to time.

## **VIII. VARIATIONS AND ALTERATIONS:**

The Board of Directors shall have the power to effect any variations, alterations or modifications in future in respect of the aforesaid terms of appointment and remuneration of Mr. Takashi Itoguchi, as may be agreed to by the Board of Directors and Mr. Takashi Itoguchi, subject to the approval of the Members.

The information as required under Schedule V of the Act with reference to the special resolution is set out at Annexure A. In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Takashi Itoguchi brings to the Company, based on the recommendation of the Remuneration & Nomination Committee of the Board of Directors, the Board of Directors recommends the approval of the Members by way of Special Resolution for the payment of remuneration to Mr. Takashi Itoguchi for his tenure effective from 8<sup>th</sup> August, 2025.

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

None of the Directors/Key Managerial Personnel of the Company and their relatives except the appointee are concerned or interested in the resolution.

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

## Annexure – A

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

### I. GENERAL INFORMATION:

#### i. Nature of Industry:

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

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

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

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

Sr. No.	Particulars	2024-25	2023-24	2022-23
1	Revenue from operations (Net)	76,252.88	81,589.33	77,494.32
2	Profit /(Loss) before tax	874.82	5938.23	3,514.48
3	Profit / (Loss) after tax	583.30	4383.20	2,444.73

#### 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 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. TAKASHI ITOGUCHI:

#### i. Background Details:

Mr. Takashi Itoguchi (50), is a graduate of Doshisha University with a degree in Law. He joined Kokuyo in 1998 and spent his initial years in sales, gaining deep market insights. Thereafter, he played a key role in Kokuyo's entry into the Indian market through the M&A with Camlin Ltd. With over a decade of experience in India, Mr. Itoguchi has led initiatives in business analysis and budgeting.

#### Past Remuneration:

Sr. No.	Name of the Director	₹ In Lacs
1	Mr. Takashi Itoguchi	53.98

#### ii. Recognition & Awards:

Not applicable.

#### iii. Job Profile and suitability:

Mr. Takashi Itoguchi joined Kokuyo in 1998. He has approximately 27 years work experience in Business analysis, Budget formulation and planning. It is in the interest of the Company to appoint him on the Board of the Company.

#### iv. Remuneration Proposed:

As stated in the Explanatory Statement.

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

Taking into consideration, the size of the Company and the profile of Mr. Takashi Itoguchi and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level Directors in other Companies.

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

Besides the remuneration proposed, Mr. Itoguchi does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

**Other Directorship:**

<b>Name of the Director</b>	<b>Name of the Company</b>	<b>Position</b>
Mr. Takashi Itoguchi	Kokuyo Riddhi Paper Products Private Limited	Director

Mr. Takashi Itoguchi does not hold any shares in the Company.

**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:**

The remuneration package of aforesaid appointee is provided in his respective resolution and explanatory statement annexed to this notice. Disclosures as required under Schedule V, Part II Section II Para (B)(iv)(IV) shall form part of the Corporate Governance report in the Board of Directors report.

**Regd. Office:**

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

**By Order of the Board**

**For Kokuyo Camlin Limited**

**Vipul Bhoy**

**Company Secretary & Compliance officer**

Dated: 8<sup>th</sup> August, 2025

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

Name	Mr. Takashi Itoguchi
Director Identification Number	08520967
Age	50
Date of first Appointment on the Board	Nil
Brief Resume / Experience in Specific Functional Area	Mr. Itoguchi has approximately 27 years of experience in Business analysis, Budgeting formulation.
Qualifications	Graduate of Doshisha University with a degree in Law
Terms and Conditions of Appointment / Re- appointment	Liable to retire by rotation
Details of remuneration sought to be paid	As per item No.1 of the Explanatory Statement
Last drawn remuneration	As per point II (i) of Annexure A.
Relationship with other Directors and Key Managerial Personnel	Nil
Directorship in other Companies	Kokuyo Riddhi Paper Products Pvt. Ltd.
Listed entities from which the person has resigned in the past three years	Nil
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil
No. of Shares held in the Company	Nil
Number of meetings of the Board attended during the year	1 (as an Invitee)

**Regd. Office:**

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
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Mumbai - 400 093.

Dated: 8<sup>th</sup> August, 2025

**By Order of the Board**

**For Kokuyo Camlin Limited**

**Vipul Bhoy**

**Company Secretary & Compliance officer**