



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

Date: 24th February, 2026

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

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

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 following special resolutions:

1. Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN:00846901), Chairman & Non-Executive Director.
2. Payment of remuneration by way of perquisites to Mr. Shriram S. Dandekar (DIN:01056318), Vice Chairman & Non-Executive Director.
3. Revision in remuneration payable to Mr. Satish Veerappa (DIN:00507955), Managing Director.

The Postal Ballot Notice is being circulated to those 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 20th February, 2026 (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, 25th February, 2026, and shall end at 5:00 p.m. (IST) on Thursday, 26th March, 2026. The result of the Postal Ballot will be announced on or before 5:00 p.m. (IST) on 27th March, 2026.

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, **website:** www.kokuyocamlin.com

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, latest being Circular no. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, Kokuyo Camlin Limited ("**the Company**") is seeking consent of its members for special resolutions in respect of:

1. Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non-Executive Director.
2. Payment of remuneration by way of perquisites to Mr. Shriram S. Dandekar (DIN: 01056318), Vice Chairman & Non-Executive Director.
3. Revision in remuneration payable to Mr. Satish Veerappa (DIN:00507955), Managing Director.

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

The proposed special resolutions along with the explanatory statement setting out material facts and reasons thereof are 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 30th January, 2026 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

SPECIAL BUSINESS:

1. 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 give assent or dissent to 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 ₹ 16,00,000/- (Rupees Sixteen Lakhs) per annum during the financial year 2026-27.

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 in the event of inadequacy or absence of profits, the remuneration mentioned in the preceding part of the resolution shall be paid to Mr. Dilip D. Dandekar as minimum remuneration.

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

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

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

“RESOLVED THAT pursuant to the provisions of 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) and Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and on the recommendation of the Remuneration and Nomination Committee and the Board of Directors, the consent of the members be and is hereby accorded for the payment of remuneration to Mr. Shriram S. Dandekar (DIN: 01056318), Vice Chairman and Non-Executive Director of the Company by way of perquisites in the form of Annual Subscription towards club membership and Provision of Car and Driver with maintenance expenses up to an amount not exceeding ₹ 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand Only) per annum during the financial year 2026-27.

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 in the event of inadequacy or absence of profits, the remuneration mentioned in the preceding part of the resolution shall be paid to Mr. Shriram S. Dandekar as minimum remuneration.

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

3. REVISION IN REMUNERATION PAYABLE TO MR. SATISH VEERAPPA (DIN: 00507955), MANAGING DIRECTOR:

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

“RESOLVED THAT with reference to earlier special resolution passed by the Members by way of postal ballot on 28th March, 2024 for an appointment of Mr. Satish Veerappa as Managing Director as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to collectively as 'Act') and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act, consent of the members be and is hereby accorded for payment of remuneration to Mr. Satish Veerappa (DIN: 00507955) Managing Director of the Company, for the further period effective from 1st January, 2026 to 31st March, 2027 and that he shall be entitled to receive a monthly salary of ₹ 7,84,800/- plus house rent allowance, perquisites and other allowances, maximum variables, long term incentives and benefits (collectively called 'total Remuneration') on the terms and conditions as recommended by the Remuneration and Nomination Committee and as set out in the explanatory statement annexed hereto and also as set out in the agreement executed between the Company and Mr. Satish Veerappa, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said agreement in such manner, as may be agreed to between the Board of Directors and Mr. Satish Veerappa.

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

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

Regd. Office:

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

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

**Vipul Bhoy
Company Secretary & Compliance officer**

Dated: 30th January, 2026

Notes:

1. The Explanatory Statement as required under Section 102 and 110 of the Act, and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts in respect of the business referred to in Item nos. 1 to 3 are 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 20th February, 2026 (“**Cut-off date**”). In compliance with MCA circulars, the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). Postal Ballot Notice will also be available on the Company’s website www.kokuyocamlin.com, website of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited on www.bseindia.com and www.nseindia.com respectively and on the website of NSDL www.evoting.nsdl.com. The Postal Ballot is being conducted through e-voting only.
3. Only those Members whose names appear on the Register of Members / List of Beneficial Owners as on 20th February, 2026 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, 26th March, 2026 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 20th February, 2026. The remote e-voting period will commence on Wednesday, 25th February, 2026 (9:00 am) and will end on Thursday 26th March, 2026 (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 25th February, 2026 to 26th March, 2026. Members seeking to inspect such documents can send an email to investorrelations@kokuyocamlin.com from their registered email address mentioning their names, folio no./ DP ID & Client ID.
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
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . 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 re-directed 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.

Type of shareholders	Login Method
	<p>2. 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.</p> <p>3. 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</p> <p>4. 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="826 982 1142 1172" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@jhrasso.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav, Deputy Manager – NSDL, at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@kokuyocamlin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@kokuyocamlin.com. If you are an Individual 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 for procuring user id and password for e-voting by providing above mentioned documents.

Regd. Office:

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CIN: L24223MH1946PLC005434
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By Order of the Board For Kokuyo Camlin Limited

Vipul Bhoy
Company Secretary & Compliance officer

Dated: 30th January, 2026

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

ITEM NO. 1:

The Board of Directors on the recommendation of Remuneration & Nomination Committee & Audit Committee, at its meeting held on 28th May, 2025, 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 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), not exceeding ₹14,00,000/- (Rupees Fourteen Lakhs only) per annum during the financial year 2025-26. The aforesaid remuneration was further approved by the shareholders of the Company at the 78th Annual General meeting held on 8th August, 2025 by passing a special resolution.

The Company now proposes to continue to pay the remuneration to Mr. Dilip D. Dandekar, by way of perquisites, same as mentioned above, up to an amount not exceeding ₹16,00,000/- (Rupees Sixteen Lakhs) considering inflationary increases and associated cost impacts. Mr. Dilip D. 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 pay the remuneration by way of perquisites to him within the total remuneration cap of ₹16,00,000/- during the financial year 2026-27.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of Members by special resolution shall be obtained 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 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 payment of such remuneration was approved by the Board of Directors in their meeting held on 30th January, 2026, based on the recommendation of the Remuneration and Nomination Committee & Audit Committee and subject to the approval of Members.

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

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

The Board recommends the special resolution for your approval.

ITEM NO. 2:

The Board of Directors on the recommendation of Remuneration & Nomination Committee & Audit Committee, at its meeting held on 12th February, 2025, approved the remuneration to Mr. Shriram S. Dandekar, Vice 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, not exceeding ₹12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per annum. The aforesaid remuneration was further approved by the Shareholders by passing a special resolution through Postal Ballot held on 27th March, 2025.

The Company proposes to continue paying the same remuneration not exceeding ₹12,50,000 (Rupees Twelve Lakhs Fifty Thousand only) per annum during the financial year 2026-27 to Mr. Shriram S. Dandekar, Vice 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;

There is no change proposed in the remuneration in the form of perquisites payable to Mr. Shriram S. Dandekar for FY 2026-27 from the previous financial year.

Mr. Shriram S. Dandekar, M.Sc., M.B.A. is one of the Promoters of the Company. He has wide experience of 41 years in the field of Research and Development, Product Development, Business Planning and Marketing. The wide industry experience of Mr. Shriram S. Dandekar and his prolonged association will continue to benefit the Company. Hence, It is in the interest of the Company to continue to avail his services and guidance.

As per the provisions of Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of shareholders by special resolution shall be obtained every 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. Shriram S. Dandekar exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the Company seeks your approval by way of special resolution for the payment of remuneration as mentioned above.

The payment of such remuneration was approved by the Board of Directors in their meeting held on 30th January, 2026, based on the recommendation of the Remuneration and Nomination Committee & Audit Committee and subject to the approval of Members.

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

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

The Board recommends the special resolution for your approval.

ITEM NO. 3:

The Company had appointed Mr. Satish Veerappa as Managing Director ('MD') for a period of three (3) years with effect from 1st April, 2024 to 31st March, 2027 and payment of remuneration payable to him till 31st December, 2024 by way of passing a special resolution through Postal Ballot dated 28th March, 2024. The terms of his appointment & remuneration were recorded in Agreement dated 29th March, 2024 executed between Board of Directors and Mr. Satish Veerappa ("Principal Agreement"). Further, the Board of Directors at its meeting held on 12th February, 2025, approved the revision of his remuneration with effect from 1st January, 2025 for the remaining period of his appointment with a provision of increase in his salary in subsequent years of not more than 15% per annum over the previous year subject to approval of the Members. This revision was approved by the Members through postal ballot by passing a special resolution on 27th March, 2025. The terms of this revised remuneration were recorded in the Supplementary Agreement executed between Mr. Satish Veerappa and the Board of Directors dated 24th February, 2025 ("Supplementary Agreement - 1").

The Company now proposes to pay the remuneration to Mr. Satish Veerappa, MD for a remaining period of his appointment effective from 1st January, 2026 to 31st March, 2027. Based on the recommendation of the Remuneration and Nomination Committee and the Audit Committee, the Board of Directors at its meeting held on 30th January, 2026 has approved the aforesaid revised remuneration, subject to the approval of Members.

The material terms of revised remuneration effective from 1st January, 2026 to 31st March, 2027 as contained in the Supplementary Agreement (Supplementary Agreement – 2) executed between the Board of Directors and Mr. Satish Veerappa are given below:

I. SALARY:

Monthly salary of ₹ 7,84,800/-.

II. HOUSE RENT ALLOWANCE (HRA):

House Rent Allowance of ₹3,05,200/- per month.

III. PERQUISITES AND OTHER ALLOWANCES:

The MD shall be entitled to

- Medical Allowance of ₹ 2,72,500/- per month.
- Car Allowance of ₹ 33,000/- per month

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

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

IV. MAXIMUM VARIABLE:

The MD shall be entitled to Maximum variable of ₹ 91,69,500/- per annum.

All other terms and conditions as mentioned in the Principal Agreement and Supplementary Agreement – 1 shall remain unchanged and binding on both the parties.

The information as required under Schedule V of the Act with reference to the special resolution is set out at Annexure A. In this regard, approval of the Members is being sought by way of Special Resolution for the payment of remuneration effective from 1st January 2026 up to 31st March, 2027 to Mr. Satish Veerappa.

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

The Board recommend the Special Resolution for your approval.

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

Annexure – A

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

I. GENERAL INFORMATION:

i. Nature of Industry:

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

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

The Company was incorporated on 24th 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)	76252.88	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. DILIP D. DANDEKAR, MR. SHRIRAM S. DANDEKAR & MR. SATISH VEERAPPA:

i. Background Details:

Mr. Dilip D. Dandekar (74) 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 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.

Mr. Shriram S. Dandekar (65) M. Sc., M.B.A is one of the promoters of the Company. He is associated with the Company since 1983 and was later appointed as 'Executive Director' from 23rd September, 1992. The Board of Directors of the Company at its meeting held on 1st February, 2013 had appointed Mr. Shriram S. Dandekar as 'Vice-Chairman & Executive Director' of the Company. Further the Board approved the re-designation of Mr. Shriram S. Dandekar to Vice Chairman & Non-Executive Director effective from 1st April, 2025.

Mr. Satish Veerappa, (53) is B.E. (Electronics) from UVCE Bangalore University and completed PGDM from Indian Institute of Management, Calcutta. He is presently a 'Managing Director' of the Company.

ii. Past Remuneration:

Sr. No.	Name of the Director	From 1 st April, 2025 till 31 st December, 2025
1	Mr. Dilip D. Dandekar	Perquisites – ₹10,63,322/- Sitting fees – ₹4,80,000/-
2	Mr. Shriram S. Dandekar	Perquisites – ₹ 7,96,545/- Sitting fees – ₹5,20,000/-
3	Mr. Satish Veerappa	Remuneration – ₹1,11,26,680/-

iii. Recognition & Awards:

Not applicable.

iv. Job Profile and suitability:

Mr. Dilip D. Dandekar has wide experience of over 55 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, 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.

Mr. Shriram S. Dandekar has wide experience of 41 years in the field Business Expansion, Diversification, Research and Development, Product Development, Business Planning and Marketing. With his long-standing experience and knowledge, he has successfully contributed towards the growth of the company.

Mr. Satish Veerappa has over 27 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development.

v. Remuneration Proposed:

As stated in the Explanatory Statement.

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

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

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

Besides the remuneration proposed, none of them have any other pecuniary relationship with the Company or relationship with the managerial personnel except that of Mr. Rahul D. Dandekar, son of Mr. Dilip D. Dandekar, employed with Company as Senior General Manager, Business Development (Fine Art & Hobby).

Other Directorship:

Name of the Director	Name of the Company	Position
Dilip D. Dandekar	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	Director
Shriram S. Dandekar	Jesons Industries Limited	Independent Director
Satish Veerappa	Nil	Nil

Mr. Dilip D. Dandekar holds 200000 equity shares and Mr. Shriram S. Dandekar holds 250000 equity shares in the Company. Satish Veerappa does not hold any shares in the Company.

III. OTHER INFORMATION:

a) Reasons for loss or inadequate profits:

During the previous 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, 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 had taken cognizance of the aforesaid event of inventory variance and the appropriate corrective measures were implemented. The management had 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 packages of aforesaid Directors are provided in their respective resolutions and explanatory statements annexed to this notice. Disclosures as required under Schedule V, Part II Section II Para (B)(iv)(IV) shall form part of the Corporate Governance report in the Board of Directors report.

Regd. Office:

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

Dated: 30th January, 2026

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

**Vipul Bhoy
Company Secretary & Compliance officer**

Annexure – B

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

Name	Mr. Dilip D. Dandekar	Mr. Shriram S. Dandekar	Mr. Satish Veerappa
Designation	Chairman & Non-Executive Director	Vice Chairman & Non-Executive Director	Managing Director
Director Identification Number	00846901	01056318	00507955
Age	74 years	65 years	53 years
Date of first Appointment on the Board	1 st January, 1979	23 rd September, 1992	1 st April, 2024
Brief Resume/Experience in Specific Functional Area	Over 55 years of wide experience in the field of Marketing, Administration and overall Management of the Company	Over 41 years of wide experience in the field of Research and Development, Product Development, Business Planning and Marketing.	Over 27 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development.
Qualifications	G.C.D.	M.Sc., M.B.A.	B.E. (electronics), PGDM from IIM, Kolkata
Terms and Conditions of Appointment / Re- appointment	Liable to retire by rotation	Liable to retire by rotation	As per item No.3 of the Explanatory Statement
Details of remuneration sought to be paid	As per item No.1 of the Explanatory Statement	As per item No.2 of the Explanatory Statement	As per item No.3 of the Explanatory Statement
Last drawn remuneration	As per point II (ii) (1) of Annexure A.	As per point II (ii) (2) of Annexure A.	As per point II (ii) (3) of Annexure A.
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	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	Jesons Industries Limited	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil

Name	Mr. Dilip D. Dandekar	Mr. Shriram S. Dandekar	Mr. Satish Veerappa
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil	Nil	Nil
No. of Shares held in the Company	200000 equity shares	250000 equity shares	Nil
Number of meetings of the Board attended during the year	4	4	4

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: 30th January, 2026