



## 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

10<sup>th</sup> July, 2026

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

**Scrip Code: 523207**

**Symbol: KOKUYOCLN**

Dear Sir,

**Sub: Notice of 79<sup>th</sup> Annual General Meeting and Annual Report for the year 2025-2026**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the financial year 2025-2026 along with the Notice of 79<sup>th</sup> Annual General Meeting ('AGM') of the Company, to be held on Thursday, 6<sup>th</sup> August, 2026 at 10:00 a.m. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') without the physical presence of the Members.

This is in compliance with provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and subsequent circulars issued in this regard, the latest being Circular no. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars').

In accordance with the aforesaid MCA Circulars, the Annual Report together with the Notice of the AGM is being dispatched today by electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants. Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Annual Report can be accessed on the Company's website.



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The Notice of the AGM and Annual Report for FY 2025-26 are available on the Company's website at <https://www.kokuyocamlin.com/annual-reports>.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Register of Members of the Company will remain closed from Friday, 31<sup>st</sup> July, 2026 to Thursday, 6<sup>th</sup> August, 2026 (both days inclusive) for the purpose of AGM. The Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic mode. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date viz., Thursday, 30<sup>th</sup> July, 2026, shall be entitled to avail electronic voting facility.

The remote e-voting period commences from Monday, 3<sup>rd</sup> August, 2026 (9:00 a.m.) and will end on Wednesday, 5<sup>th</sup> August, 2026 (5:00 p.m.).

You are requested to take note of the above.

Thank you.

**For KOKUYO CAMLIN LIMITED**

**SATISH VEERAPPA  
MANAGING DIRECTOR**

Encl: a/a

# Creativity for Every Hand



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## Corporate Overview

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**Disclaimer:**

Certain imagery used in this document was created using generative AI and subsequently curated by our design team.

# Creativity for Every Hand

*Creativity has the power to inspire, connect, and transform. At Kokuyo Camlin, we believe that every individual possesses the ability to create, imagine, and express themselves in unique ways. For generations, our products have been trusted companions in classrooms, studios, workplaces, and homes, enabling people of all ages to bring their ideas to life.*

"Creativity for Every Hand" reflects our commitment to making creativity accessible to everyone—from a child taking their first steps in learning, to a student exploring new possibilities, to an artist transforming imagination into expression. Through innovative products, trusted brands, and meaningful engagement with creative communities, we continue to nurture the joy of creating and empower individuals to unlock their full potential.

As we move forward, our focus remains on delivering quality, fostering innovation, and expanding access to tools that inspire learning, creativity, and self-expression. Because every hand has the power to create, and every creation has the power to make a difference.

## 2025-26 Key Highlights

### Financial Highlights

**₹ 80,597 lakhs**

Revenue from Operations

**5.70%** Y-o-Y growth

**₹ 4,945 lakhs**

EBITDA

**56.24%** Y-o-Y growth

**₹ 2,479 lakhs**

Profit After Tax (PAT)

**325%** Y-o-Y growth

### Operational Highlights

**4.7 lakh+**

Camel Artist Community  
(Website & Social Profiles)

**81**

Product Launches

**2,000+**

SKUs across Fine Art, Hobby, Office  
Stationery & Kids Colours

## About Kokuyo Camlin

*Kokuyo Camlin Limited (also referred to as 'Kokuyo Camlin' or 'the Company') is one of India's most established and trusted manufacturers of stationery and art materials. Founded in 1931, the Company has cultivated a rich legacy of quality, innovation, and reliability, serving generations of artists, students, professionals, and creative enthusiasts.*

# A Legacy of Creativity and Excellence

With a diverse portfolio spanning writing instruments, scholastic stationery, art materials, hobby and craft products, and office supplies, Kokuyo Camlin caters to a broad spectrum of consumer needs across educational, professional, and creative segments. The Company offers an extensive range of products

comprising over 2,000+ SKUs. Its robust distribution network, strong retail reach, and enduring brand equity have enabled Kokuyo Camlin to establish a widespread market presence and remain a preferred choice among consumers across India and beyond.

## Corporate Philosophy



### Customer-first, Always

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



### Working with Pride

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



### Leadership with Meaning

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



### Built on Transparency

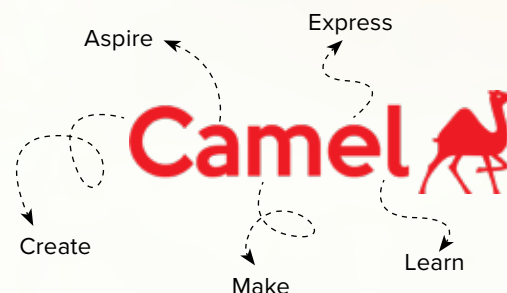
Kokuyo Camlin maintains absolute transparency by conducting every operation with honesty and integrity



### Business based on Trust

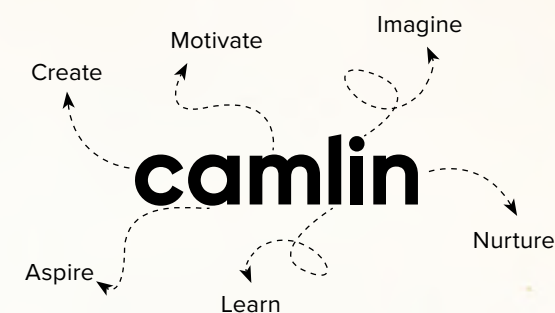
The Company establishes long-lasting bonds with all stakeholders to augment mutual cooperation

## Our Brands



### Camel – All Things Art

Offers a wide range of vibrant, high-quality art materials designed to support creativity and artistic expression.



### Camlin – All Things Stationery

A trusted range of practical and essential stationery products used in everyday learning and academic needs.

## Key Strategic Advantages

### Advanced Manufacturing Capabilities

State-of-the-art facilities at Tarapur, Patalganga, and Samba enable efficient production across multiple product categories while ensuring quality and operational excellence.

### Diversified Product Portfolio

A comprehensive presence across writing instruments, scholastic stationery, art materials, hobby and craft products, and office supplies allows the Company to cater to a broad and diverse customer base.

### Strong Brand Equity

Well-established brands such as Camlin and Camel enjoy high recall and trust among students, educators, artists, and creative professionals across India.

### Focus on Innovation and Quality

Continuous enhancements in product design, functionality, and quality standards strengthen customer loyalty and support market differentiation.

### Rich Legacy and Market Leadership

Over nine decades of industry presence have reinforced the Company's heritage, credibility, and leadership position in the stationery and art materials segment.

### Extensive Distribution Reach

A robust distribution network, complemented by a growing international presence, enhances market penetration and ensures product accessibility across India and global markets.

## Product Portfolio

*Kokuyo Camlin's diverse portfolio of stationery and art materials serves the evolving needs of students, professionals, artists, and hobbyists. Anchored by its trusted Camlin and Camel brands, the Company delivers products that combine functionality, creativity, and quality across educational, workplace, and artistic environments.*

# Everyday Essentials for Ideas and Imagination

## camlin

Offers a range of stationery products including pencils, accessories, mathematical instruments, mechanical instruments, and office supplies.



### Pencils and Accessories

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



### Geometry Box

Student Geometry Boxes, Scales and Technical Instruments, among others



### Adhesives

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



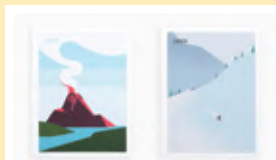
### Office Supplies

Whiteboard Markers, Permanent Markers, Wooden Pencils, Highlighter, Carbon Paper, PM Inks, WBM Inks, Correction Pens, and Stamp Pads, among others



### Markers and Pens

Whiteboard Markers, Permanent Markers, Fountain Pen Inks, Correction Pens, Fountain Pens, Cartridge WBM, among others



### Notebooks

Premio, Long Books, Drawing Books, and Sketchbooks in Soft cover, Hard cover & Brown cover design variants, among others



### Early Learning

Finger Crayons, Modelling Clay, Play Dough, and Child-Grip Crayons, among others



## Camel

Offers a range of art materials including colours, drawing supplies, painting kits, and related products.



### Colour

Artist Acrylics, Artist HD Acrylics (Including 14 Rich Shades), Artist Oil Colours, Drawing Inks, Multi Surface Acrylics, Artist Gouache Colours, AWC



### Drawing Materials

Artist Oil Pastels, Drawing Pencils, Artist Brush Pens, Fine Liner Pens, Artist Soft Pastels, and Charcoal Pencils



### Canvases

Stretched Canvases, Canvas Rolls, Canvas Pads and Oil Sketching Papers, among others



### Kids

Crayons, Brush Pens, Drawing Books, Colour Pencils and Washable Colour Markers, among Others



### Painting Kits

Art Studio, Art Safari, DIY colouring kits, Drawing kits, and Painting Kits, among others



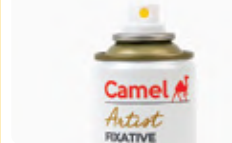
### Brushes

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



### Hobby

Sparkle Colours, Fabric Glue, Glass Colours, etc.



### Mediums

Acrylic Mediums, Oil Mediums, Fixative Spray, Picture Varnish Spray, among others



### Sketchbooks

Camel Premium Sketchbooks, Water Colour Papers



### Markers

Acrylic Markers, Acrylic Brush Markers & Art Markers



### Photo Colours

Transparent Photo Colours (Dye-Based for Applied Art)

## Creative Product Innovation for Every Age

The Company's innovation-led approach is reflected in its growing product range across categories. It includes colouring products designed for students, ergonomically improved stationery for everyday use, and writing & drawing instruments focused on better usability and performance. It also offers premium-grade tools for hobbyists and professional artists, supporting diverse creative needs across skill levels.



Grip Pro Mechanical Pencil



Camel Colour Pad



Acrylic Markers



Cartridge-Based Whiteboard Marker



Gouache Colours



High-Quality Sketchbooks



Water Colour Pencils

## Product Design Achievements

### India's Best Design 2025

Recognised for Scholar Pro Geo Box

### India's Best Design Project 2025

Recognised for Spin Eraser



### India's Best Design 2025

Recognised for Colour Pad



INDIA'S  
BEST DESIGN  
2025

Recognised for  
Colour Pad

## Manufacturing Presence

*Kokuyo Camlin's manufacturing capabilities are built on decades of expertise in the stationery and art materials industry. Its integrated production network combines scale, innovation, quality, and sustainability, enabling the Company to deliver a diverse portfolio of products while maintaining high standards of operational excellence. Strategically located manufacturing facilities at Patalganga, Tarapur, and Samba support efficient production, product innovation, and reliable distribution across domestic and international markets.*

# Integrated Manufacturing for Sustainable Growth

### PATALGANGA MANUFACTURING FACILITY Scale, Efficiency & Sustainability

The Patalganga facility is Kokuyo Camlin's largest manufacturing unit and serves as a key production hub within the Kokuyo Group. Strategically located near major transportation corridors and the Jawaharlal Nehru Port Terminal (JNPT), the facility supports efficient manufacturing, warehousing, and distribution operations. Designed with a strong focus on sustainability, the plant incorporates renewable energy solutions, advanced water management systems, and energy-efficient processes. Continuous investments in digital monitoring and process optimisation further enhance productivity, quality, and operational control.



#### Key Highlights

Production capacity spanning  
**364 SKUs**

Built across  
**56,000+ sq. m,**  
with 45% green cover

**1,081 kWp**  
Solar power installation

**Zero Liquid Discharge (ZLD)**  
Wastewater management system

Strategic proximity to key transport infrastructure and JNPT Port

Smart IoT-enabled monitoring systems driving operational efficiency

### TARAPUR MANUFACTURING FACILITY Legacy Manufacturing with Modern R&D

As Kokuyo Camlin's oldest manufacturing facility, Tarapur represents the Company's longstanding legacy of manufacturing excellence. The facility produces a wide range of scholastic stationery and fine art products, including crayons, mechanical pencil leads, and artist-grade materials. It also houses a dedicated Research & Development Centre focused on colour science, pigment development, and product innovation. Supported by renewable energy adoption and responsible water management practices, the facility continues to balance manufacturing excellence with environmental stewardship.



#### Key Highlights

Production of over  
**1,150 SKUs**  
across major product categories

**Dedicated R&D Centre**  
Supporting product innovation and colour development

**500 kWp**  
Solar power installation

**Zero Liquid Discharge (ZLD)**  
Water management system

#### Key Highlights

Production of  
**372 SKUs**  
across colour and art material categories

Workforce strength of approximately  
**390 employees**

Certified under  
**BIS and Integrated Management Systems (IMS)**

Strong emphasis on safety culture, training, and operational discipline

### SAMBA MANUFACTURING FACILITY Colour Production Hub

Commissioned in 2008, the Samba facility serves as a specialised manufacturing centre for colour and art products catering to students, hobbyists, and professional artists. The facility produces an extensive range of products, including poster colours, watercolour cakes and tubes, acrylic colours, glitter products, and fabric colours. Supported by structured quality management systems and recognised certifications, the plant continuously focuses on product enhancement, packaging innovation, and operational excellence. Safety, employee training, and workforce engagement remain integral to sustaining high-performance manufacturing operations.



## Marketing Initiatives

*Kokuyo Camlin continued to strengthen its brand presence and deepen engagement across diverse consumer segments through a combination of experiential marketing, digital outreach, creative collaborations and community-led initiatives. These efforts were focused on enhancing brand visibility, fostering meaningful consumer connections and creating platforms that inspire creativity, learning and self-expression.*

# Strengthening Brands. Inspiring Creativity.

### Camel x Royal Enfield: Celebrating Creativity Beyond the Canvas

Camel, India's most loved art materials brand from Kokuyo Camlin, partnered with Royal Enfield, one of the world's most iconic lifestyle and motorcycle brands, to create a unique collaboration that celebrated creativity, self-expression, and individuality. The Camel x Royal Enfield campaign brought together two brands that united by a common belief - that every journey, whether on paper or on the road, begins with imagination.



### Limited Edition Camel x Royal Enfield Moto DIY Kits

Developed as part of the Camel x Royal Enfield collaboration, the products combined creativity with distinctive design. The Sketch Books featured exclusive artwork inspired by Royal Enfield motorcycles, while the DIY Canvas Creative Kits, comprising a pre-printed canvas, paints, and brushes, encouraged users to create their own artwork. Introduced as limited-edition offerings, the range reflected the shared values of creativity and self-expression.



## Impact of the Initiative

**United Camel's artist community and Royal Enfield's passionate rider base through shared creativity.**



**Celebrated individuality and self-expression through immersive digital and on-ground experiences.**



**Showcased art beyond traditional spaces through cultural events, community gatherings, and lifestyle experiences.**



**Generated strong audience engagement by inspiring creativity, conversation, and community participation.**



### Camel Art Foundation Art Camp & Exhibition – Konark Chapter 2025-26

Established in 1998, the Camel Art Foundation (CAF), the philanthropic arm of Kokuyo Camlin, has been dedicated to nurturing artistic talent and creating meaningful opportunities for emerging artists across India. The Konark Chapter brought together 45 emerging artists from Eastern India for an immersive journey of artistic exploration, mentorship, and cultural discovery. Set against the backdrop of Konark's rich heritage, the initiative encouraged participants to draw inspiration from history, architecture, and local traditions while showcasing their creations on a professional platform.



## Marketing Initiatives

### Highlights of the Event

#### Heritage as Inspiration

Encouraged artists to interpret Konark's cultural and architectural heritage through contemporary artistic expression.

#### Exhibition of Creations

Showcased artworks at Jehangir Art Gallery, providing valuable exposure beyond the classroom environment.

#### Emerging Talent Together

Brought together 45 shortlisted artists from leading institutions across Eastern India.

#### Partnership with Utkal University of Culture

Collaborated with the University to connect emerging artists with Odisha's rich artistic heritage.

#### Mentorship & Artistic Development

Enabled learning through mentor-led discussions, expert sessions, and guided artistic exploration.

#### Continuing a Legacy

Extended Camel Art Foundation's tradition of immersive art experiences at culturally significant destinations

### Bringing India's Young Creators Together: Introducing @kokuyocamlinkids

For generations, Camel has been an integral part of children's creative journeys, inspiring imagination and artistic expression from an early age. Building on this legacy, @kokuyocamlinkids was created as a dedicated digital platform for young creators, parents, and educators, offering art activities, DIY projects, creative challenges, contests, and product-led inspiration. Through engaging and age-appropriate content, the platform celebrates the joy of creativity while encouraging hands-on learning, exploration, and community participation.



### Camlin & Camel Pack Magnet Promotion: Turning Collectibles into a Lasting Brand Reminder

As part of the refreshed packaging rollout across selected Camlin and Camel product categories, consumers received a specially designed collectible magnet as a complimentary gift inside participating packs. Inspired by the visual identity of the brands and featuring the iconic Camlin and Camel logos, the magnet was designed as a functional keepsake that extended the product experience beyond the pack, available across categories such as Oil Pastels, Wax Crayons, Plastic Crayons, and Colour Pencils.



### Camel Art Contest 2025-26: Nurturing India's Largest Creative Movement

For over four decades, the Camel Art Contest has served as a platform for nurturing creativity, imagination, and artistic expression among young students across India. Open to participants from kindergarten to Grade 12, the Contest provides an inclusive and structured avenue for artistic recognition through age-appropriate themes and a multi-level evaluation process. Recognised as one of the world's largest art competitions, it continues to inspire and celebrate generations of young artists while making art accessible to students across the country.



### Highlights of the Event

#### Record-Breaking Participation

Witnessed participation from over 6.5 million students across India.

#### Inclusive Participation Across Age Groups

Engaged students through age-based themes that encouraged observation, imagination, and storytelling.

#### Hybrid Participation Model

Enabled wider accessibility through both school registrations and individual participation.

#### Making Art Accessible at Scale

Extended creative opportunities to millions of students across urban and rural India.

#### Multi-Tier Recognition Platform

Recognised creativity and artistic excellence at school, zonal, and grand finale levels.



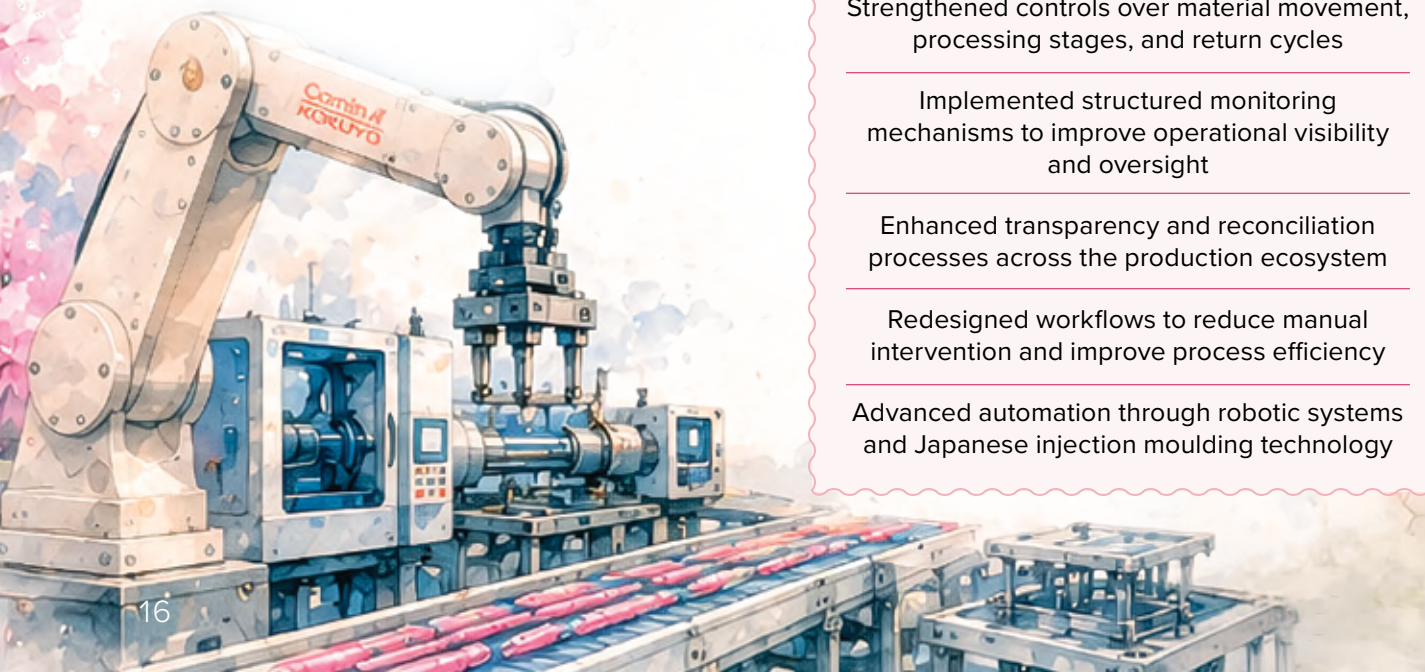
## Technology Initiatives

*Kokuyo Camlin continues to strengthen operational control and accelerate technology adoption across its manufacturing and distribution ecosystem. Given the distributed nature of its operations, the Company's focus remains on building system-led governance, enhancing process visibility, and enabling consistent execution across the value chain. Through a combination of process standardisation, automation, and digital enablement, Kokuyo Camlin is creating a more agile, transparent, and efficient operating model.*

# Driving Operational Excellence Through Technology

### TRANSFORMATION OF THE MANUFACTURING ECOSYSTEM

The Company operates through a hybrid manufacturing model comprising its own production facilities alongside an extensive network of small and medium-scale job workers. During the year, significant efforts were directed towards strengthening this distributed manufacturing ecosystem by enhancing operational discipline, improving visibility, and reinforcing control mechanisms across every stage of production.



#### Key Initiatives

- Engaged external experts to identify process gaps, inefficiencies, and opportunities for improvement
- Standardised operating procedures across manufacturing facilities and job-worker networks
- Strengthened controls over material movement, processing stages, and return cycles
- Implemented structured monitoring mechanisms to improve operational visibility and oversight
- Enhanced transparency and reconciliation processes across the production ecosystem
- Redesigned workflows to reduce manual intervention and improve process efficiency
- Advanced automation through robotic systems and Japanese injection moulding technology

### STRENGTHENING DISTRIBUTION AND SUPPLY CHAIN VISIBILITY

Alongside manufacturing transformation, the Company accelerated the deployment of digital tools to improve field execution, distribution effectiveness, and supply chain responsiveness. These initiatives have strengthened execution discipline, enhanced data availability, and supported more informed decision-making across commercial operations.

#### SALESFORCE AUTOMATION (SFA)

The Company continued to leverage Salesforce Automation (SFA) solutions to improve field-force productivity, strengthen market execution, and enhance visibility across sales operations.

#### Key Benefits

- Digital order booking enabling structured capture of field activities
- Real-time monitoring of sales operations across geographies
- Improved visibility into retail execution and market coverage
- Performance tracking of sales teams against predefined metrics
- Faster identification of execution gaps and timely corrective interventions

#### DISTRIBUTION MANAGEMENT SYSTEM (DMS)

The Distribution Management System (DMS) has enhanced coordination across the supply chain by improving inventory visibility and enabling system-driven order management.

#### Key Benefits

- Enhanced inventory visibility across the distribution network
- Improved coordination among sales, warehousing, and logistics functions
- Greater order fulfilment efficiency through real-time tracking and monitoring
- Optimised replenishment cycles supported by timely stock information
- Stronger control over distribution operations and service levels



People

*At the core of our organisational success is our commitment to developing talent, fostering an inclusive workplace, and building a culture of excellence. During FY 2025-26, we continued to strengthen our workforce capabilities through focused talent acquisition initiatives and targeted functional training programmes aimed at enhancing employee effectiveness, productivity, and professional growth. As of March 31, 2026, the Company's consolidated employee strength stood at 1,161 employees.*

# Our People, Our Strength

### Talent Development

We continued to invest in talent acquisition and functional training programmes to strengthen workforce capabilities, enhance employee effectiveness, and support professional growth across the organisation.



### Health, Well-being and Inclusion

Employee well-being remained a key priority, supported through awareness programmes promoting healthy living and personal well-being. International Women's Day initiatives further reinforced our commitment to diversity, equity, inclusion, and workplace safety.



### Recognition and Employee Engagement

Our Rewards and Recognition programme celebrated outstanding individual and team contributions, while initiatives such as sports events and the Annual Day fostered engagement, recognised long-serving employees, and reinforced organisational culture and values.



### Ethics, Compliance and Culture

Training programmes on Prevention of Sexual Harassment (POSH) and the Company's Code of Conduct strengthened awareness of workplace ethics, compliance, and responsible behaviour, supporting a safe, respectful, and accountable work environment.



## Corporate Social Responsibility

*The Company believes that sustainable business growth is intrinsically linked to the well-being and progress of the communities it serves. Guided by this philosophy, the Company undertakes initiatives that contribute to social development, promote inclusive growth, and address pressing community needs.*

# Committed to Creating Lasting Social Value

### STEM LEARNING Fostering Scientific Curiosity

The Mini Science Centre initiative is aimed at enriching the learning experience by making science and mathematics more engaging, interactive, and application-oriented. Through a thoughtfully designed ecosystem of hands-on exhibits and educator training, the programme encourages students to explore concepts through observation and experimentation, fostering curiosity, critical thinking, and deeper conceptual understanding.



**80**

Interactive Science & Mathematics Exhibits

**100%**

Focus on Concept-Based Learning

**37**

Curriculum-Aligned Educational Backdrops



### NANHI KALI Empowering Girls through Education

As part of its commitment to advancing inclusive education, the Company supported Project Nanhi Kali, a flagship initiative of the K. C. Mahindra Education Trust. The programme adopts a holistic approach to girl-child education through academic support, learning resources, and life-skills training, enabling beneficiaries to continue their education and strengthen their prospects for future growth and development.

**100+**  
Girl Students  
Supported in  
Maharashtra



Corporate Social Responsibility

**JIVIKA FOUNDATION**  
Cervical Cancer Mukta Maharashtra

The Company supported a large-scale public health initiative led by the Jivika Foundation in partnership with the Government of Maharashtra, focused on raising awareness about cervical cancer prevention and promoting early intervention measures among young girls. Through a school-centric approach encompassing health education, community outreach, and HPV vaccination programmes, the initiative seeks to enhance awareness, encourage preventive healthcare practices, and contribute towards the broader vision of creating a cervical cancer-free future.



**HPV Vaccination Programmes**  
for girls aged 9–14 years

**School-based Awareness Campaigns**  
for students and parents

Community mobilisation & health education

**Vaccination Camps**  
with medical compliance & safety protocols



**AASHIYAE KUSTIGIR SUDHIR PUNDEKAR SPORTS FOUNDATION**  
Nurturing Grassroots Sporting Talent

Recognising the transformative role of sports in personal and community development, the Company supported a grassroots sports initiative focused on identifying and nurturing young talent from rural communities. By providing access to quality coaching, training facilities, and athlete support systems, the programme aims to create pathways for aspiring sportspersons to develop their capabilities and pursue competitive excellence.



**Shiv-Samarth Sports Complex**  
a dedicated training hub in Maharashtra

**500+**

Rural youth athletes under training with continuous development programmes

Enabling participation at state, national, and international levels

**Free**

Nutrition and Training support



## Corporate Social Responsibility

### SEVA SAHAYOG FOUNDATION Strengthening Community Sanitation Infrastructure

The Company supported a sanitation infrastructure improvement initiative dedicated to uplifting socio-economically disadvantaged communities. The project focused on the renovation and enhancement of sanitation facilities, contributing to improved hygiene, safety, and overall well-being within the community. By strengthening access to clean and dignified sanitation infrastructure, the initiative sought to create healthier living environments and support better quality of life for beneficiaries.



### A. K. MUNSHI YOJANA Supporting Holistic Community Development

The Company partnered with a community welfare organisation dedicated to enhancing the well-being of economically disadvantaged individuals and families through integrated healthcare, education, and social development interventions. The programme focuses on improving access to essential healthcare services, educational support, counselling, skill development, and family welfare initiatives, contributing to improved quality of life and fostering greater social and economic empowerment within the community.

#### Improved Healthcare Access for low-income communities

Strengthened child development and education outcomes

#### Empowered Women and Families through support and skill-building



# Corporate Information

## Board of Directors

**MR. DILIP DANDEKAR**  
Chairman and Non-Executive Director

**MR. MASAHARU INOUE**  
Senior Vice Chairman and  
Non-Executive Director

**MR. SHRIRAM DANDEKAR**  
Vice Chairman and Non-Executive Director

**MR. SATISH VEERAPPA**  
Managing Director

**MR. TAKEO IGUCHI**  
Executive Director  
(upto 08/08/2025)

**MR. TAKASHI ITOGUCHI**  
Executive Director  
(w.e.f. 08/08/2025)

## Independent Directors

**MS. NANDINI CHOPRA**

**MS. NAHO SHIGETA**

**MR. NILESH MODI**

**MR. NAGANATH SUBRAMANIAN IYER**

**MR. TOMOYA OKADA**

## Chief Financial Officer

**MR. NILESH KUMAR CHOUDHARY**

## Company Secretary and Compliance Officer

**MR. VIPUL BHOY**  
(Upto 29/05/2026)

## Auditors

**M/S. BSR & CO. LLP**  
Chartered Accountants  
Mumbai

## Bankers

**MIZUHO BANK LTD.**  
The Bank of Tokyo-Mitsubishi UFJ Ltd.  
Sumitomo Mitsui Banking Corporation  
HDFC Bank Ltd.

## Registered Office

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

## Registrar and Transfer Agents

MUFG Intime India Pvt Ltd.  
C-101, Embassy 247 Park,  
LBS Marg, Vikhroli (West),  
Mumbai – 400 083.  
Tel: +91 22 4918 6270  
Fax: +91 22 4918 6060  
Email: investor@in.mpms.mufig.com

## Notice

NOTICE is hereby given that the 79<sup>th</sup> Annual General Meeting of the Members of Kokuyo Camlin Limited, will be held on Thursday, 6<sup>th</sup> August, 2026 at 10:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended 31<sup>st</sup> March, 2026 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 0.30 per equity share of ₹ 1/- each (30%) for the financial year ended 31<sup>st</sup> March, 2026.
3. To appoint a Director in place of Mr. Masaharu Inoue (DIN: 10154904), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **Continuation of Mr. Dilip D. Dandekar (DIN: 00846901) as Non-Executive, Non-Independent Director - Chairman of the Company.**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and Rules made there under including any statutory modifications or re-enactment thereof, consent of the members of the Company be and is hereby accorded for continuation of Mr. Dilip D. Dandekar (DIN:00846901), as a Non-Executive, Non-Independent Director- Chairman of the Company, liable to retire by rotation on attaining the age of 75 years on 9<sup>th</sup> November, 2026.”

#### Regd. Office:

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
48/2, Hilton House,  
Central Road, M.I.D.C.,  
Andheri (East),  
Mumbai-400 093  
Dated: 15<sup>th</sup> May, 2026

#### By Order of the Board

**Vipul Bhoy**

Company Secretary &  
Compliance Officer



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**NOTES:**

1. Pursuant to the general circular no. 14/2020 dated 8<sup>th</sup> April, 2020, general circular no. 17/2020 dated 13<sup>th</sup> April, 2020, general circular no. 20/2020 dated 5<sup>th</sup> May, 2020 and subsequent circulars issued in this regard, the latest being general circular no. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars” for holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’), MCA Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said MCA Circulars, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.  
  
However, in terms of the provisions of Section 112 and 113 of the Act read with the said MCA Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@jhrasso.co.in](mailto:info@jhrasso.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) not later than 48 hours before the scheduled time of commencement of the AGM. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
3. The explanatory statement as required under Section 102 of the Act in respect of the business referred to under item no. 4 is annexed hereto. The Board of Directors of the Company at its meeting held on 15<sup>th</sup> May, 2026 considered that the business under item no. 4, being unavoidable, be transacted at the 79<sup>th</sup> AGM of the Company.
4. The Shareholders can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Remuneration and Nomination Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
5. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books will remain closed from Friday, 31<sup>st</sup> July, 2026 to Thursday, 6<sup>th</sup> August, 2026 (both days inclusive).
7. The dividend of ₹ 0.30 per equity share of ₹ 1/- each (30%), as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, on or after 10<sup>th</sup> August, 2026, to those persons:
  - a. Whose names appear as beneficial owners as at the end of business hours on Thursday, 30<sup>th</sup> July, 2026 in the list of beneficial owners to be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) in respect of the shares held in electronic form;
  - b. Whose names appear as Members in the register of Members of the Company as at the end of business hours on Thursday, 30<sup>th</sup> July, 2026 in respect of the shares held in physical form.
8. Pursuant to provisions of Income Tax Act, 2025 (Act) dividend paid or distributed by a company shall be taxable at the hands of Shareholders. Therefore, the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates. Members are requested

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to update their residential status, PAN, category as per the IT Act with their Depository Participants (DPs) or in case, shares are held in physical form, with the Company / Registrar & Share Transfer Agent (RTA) of the Company viz. MUFG Intime India Pvt. Ltd on or before Thursday, 30<sup>th</sup> July, 2026.

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

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

9. In compliance with Section 124(6) of the Act, the shares in respect of which dividend was unclaimed for a period of seven years or more have been transferred in the name of 'Investor Education and Protection Fund' (IEPF) established by the Central Government. Members may claim the said shares and unpaid dividend by making an application to IEPF Authority in Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
10. As per the provisions of Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed Amounts lying with Companies) Rules, 2014, the Company has placed on its website ([www.kokuyocamlin.com](http://www.kokuyocamlin.com)) the information on dividend which remains unclaimed with the Company for the financial year ended 31<sup>st</sup> March, 2009 and thereafter.
11. Members can avail of the facility of making nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to RTA viz. MUFG Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. As per Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, details in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of the notice.
13. Shareholders, who would like to express their views/ have questions may send their questions in advance at least seven working days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com). The same will be replied by the Company suitably.
14. Members who would like to register themselves as a speaker at the AGM shall send a request to the Company at [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com) from 26<sup>th</sup> July, 2026 to 30<sup>th</sup> July, 2026. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.
16. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder and Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their votes electronically, through the e-voting services provided by NSDL, on the resolutions set forth in this notice. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Thursday, 30<sup>th</sup> July, 2026 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Instructions for e-voting are given hereunder. Resolution(s) passed by the members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
17. Since the AGM is held through VC/OAVM, the facility for voting through Ballot paper shall not be made available at the AGM.



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18. The Board of Directors of the Company, at its meeting held on 15<sup>th</sup> May, 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 as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner. Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman & Non-Executive Director of the Company. The results will be declared not later than 2 working days from the conclusion of AGM and communicated to the Stock Exchanges, Depository, RTA and displayed on the Company's website at [www.kokuyocamlin.com](http://www.kokuyocamlin.com).
19. In compliance with aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. In accordance with regulation 36(l)(b) of the Listing Regulations, the Company is also sending a letter to shareholders whose email addresses are not registered with Company/Depositories, providing the weblink of Company's website from where a copy of the Annual Report 2025-26 can be accessed. Members may note that the Notice calling AGM and Annual Report 2025-26 are available on the website of the Company at [www.kokuyocamlin.com](http://www.kokuyocamlin.com), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Company's web-link on the above will also be provided in advertisement being published in newspaper having wide circulation in India (English Language) and local newspaper (Marathi Language).
20. Since, the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
22. SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31<sup>st</sup> July, 2023 (updated as on 11<sup>th</sup> August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.kokuyocamlin.com/disclosure>.
23. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

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

The remote e-voting period begins on Monday, 3<sup>rd</sup> August, 2026 at 9:00 A.M. and ends on Wednesday, 5<sup>th</sup> August, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 30<sup>th</sup> July, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 30<sup>th</sup> July, 2026.

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

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

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode


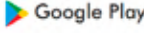


In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised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

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

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



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Type of shareholders	Login Method
	<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> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 My Easi 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</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 an 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- 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.

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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

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.



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8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

#### General Guidelines for shareholders

1. 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, Deputy Manager - NSDL, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Notice (Contd.)

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

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

**Regd. Office:**

Kokuyo Camlin Limited  
CIN: L24223MH1946PLC005434  
48/2, Hilton House,  
Central Road, M.I.D.C,  
Andheri (East),  
Mumbai-400 093  
Dated: 15<sup>th</sup> May, 2026

**By Order of the Board**

**Vipul Bhoy**  
Company Secretary &  
Compliance Officer



# Annexure forming part of the Notice

## Explanatory Statement

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

### Item No.4

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed company shall appoint or continue the directorship of any person as Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Dilip D. Dandekar (DIN:00846901), Non-Executive, Non-Independent Director – Chairman of the Company, shall attain the age of 75 years on 9<sup>th</sup> November, 2026.

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. Dilip D. Dandekar is in good health and of sound and alert mind. He is a person of great integrity, having vast and relevant experience and relevant expertise and his continued association would be of immense benefit to the Company, and it is desirable to avail his services as the Non-Executive, Non-Independent Director-Chairman of the Company.

Mr. Dilip D. Dandekar is not dis-qualified from being continued as a Director in terms of Section 164 of the Act. The Board is also confident about his ability to function and discharge his duties in an able and competent manner.

Based on recommendation of the Remuneration and Nomination Committee and taking into account Mr. Dilip D. Dandekar's seniority, expertise and vast experience which has immensely benefited the Company, the Board of Directors considered and approved the continuation of Mr. Dilip D. Dandekar as a Non-Executive, Non-Independent Director – Chairman of the Company liable to retire by rotation on attaining the age of 75 years on 9<sup>th</sup> November, 2026.

The Board recommends the Special Resolution set out in item No. 4 of the accompanying Notice for approval of the Members.

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 set forth in item no.4 for the approval of the members as a special resolution.

Annexure to the Notice

## Details of Directors seeking appointment / re-appointment / continuation at the ensuing Annual General Meeting

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

<b>Name</b>	<b>Mr. Masaharu Inoue</b>	<b>Mr. Dilip Dandekar</b>
Designation	Non-Executive Director	Chairman & Non-Executive Director
Director Identification Number	10154904	00846901
Age	58 years	74 Years
Date of first Appointment on the Board	12 <sup>th</sup> May, 2023	1 <sup>st</sup> January, 1979
Brief Resume / Expertise in Specific Functional Area	Mr. Inoue has a wide experience in the field of sales, planning M&A, Management etc.	Over 55 years of wide experience in the field of Marketing, Administration and overall Management of the Company
Qualification	Commerce Graduate from Kwansei Gakuin University	G.C.D.
Terms and Conditions of re-appointment	Liable to retire by rotation	Liable to retire by rotation
Details of remuneration sought to be paid	Nil	₹ 16 lakhs during the financial year 2026-27 by way of perquisites and sitting fees.
Last drawn remuneration	Nil	a) ₹ 14 lakhs by way of Perquisites b) ₹ 6.20 lakhs by way of sitting fees.
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies	a) Nil	a) Triveni Pencils Limited b) Cafco Consultants Private Limited c) Nilmac Packaging Industries Private Limited d) DDI Finance Private Limited e) Camart Finance Private Limited f) IMC Chambers of Commerce and Industry g) Colart Camlin Canvas Private Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil	Nil
No. of Shares held in the Company	Nil	2,00,000 equity shares
Number of meetings of the Board attended during the year	3	5



# Directors' Report

To,  
The Shareholders of Kokuyo Camlin Limited

Your Directors have pleasure in presenting the 79<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2026.

## FINANCIAL RESULTS:

Particulars	₹ In Lakhs)	
	2025-2026	2024-2025
Gross Sales/Income from Business	85778.31	81009.04
Less : Discount on Sales	5181.50	4756.16
Net Sales/Income from Business	80596.81	76252.88
Other Income	50.47	74.86
Total Income	80647.28	76327.74
Profit Before Interest and Depreciation	5857.07	3456.71
Less : Interest	256.06	461.08
Less : Depreciation	2210.28	2120.81
(Loss)/Profit Before Tax	3390.73	874.82
Less : Provision for Tax		
- Current	891.53	348.27
- Deferred	20.41	(56.75)
Profit/(Loss) after Tax	2478.79	583.30
Balance carried to Balance Sheet		
Earnings per share (Basic)	2.47	0.58
Earnings per share (Diluted)	2.47	0.58

## OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

During the year ended 31<sup>st</sup> March, 2026, the Company reported gross sales/income of ₹ 85778.31 lakhs, as compared to ₹ 81009.04 lakhs in the previous financial year. The profit after tax for FY 2025–26 stood at ₹ 2478.79 lakhs, compared to ₹ 583.30 lakhs in FY 2024–25. The overall performance of the Company during the year reflects stable business operations and improvement in profitability on account of higher revenue and improved cost efficiencies.

## DIVIDEND:

The Board of Directors of your Company is pleased to recommend the payment of dividend on equity shares at the rate of 30 % viz. ₹ 0.30 per equity share of ₹ 1/- each, subject to the approval by the Shareholders at the ensuing Annual General meeting and the payment is subject to deduction of tax at source as may be applicable. The Board has recommended a dividend based on the parameters laid down in the Dividend Distribution Policy. The Dividend Distribution policy is available on the website of the Company at <https://www.kokuyocamlin.com/policies>.

The dividend would result in cash outflow of ₹ 3,00,91,141/-. This payment represents a dividend payout ratio of 12.14%.

## TRANSFER TO RESERVE:

The Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit for the financial year 2025-26 in the profit and loss account.

## MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis forms an integral part of this report and is presented separately. It gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's operations and their adequacy, risk management systems and other material developments during the financial year 2025-2026.

## SHARE CAPITAL:

During the year under review, there was no change in the share capital structure and the paid-up capital of the Company as on 31<sup>st</sup> March, 2026 was ₹ 1003.04 lakhs.

## Directors' Report (Contd.)

### **CONSOLIDATED FINANCIALS STATEMENTS:**

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

### **SUBSIDIARIES:**

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

### **DEPOSITS:**

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from the public was outstanding as on 31<sup>st</sup> March, 2026.

### **CHANGES IN THE NATURE OF BUSINESS:**

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

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

There have been no material changes or commitments that have affected the financial position of the Company subsequent to the close of FY 2025-26 till the date of this report. There is no change in the nature of the business of the Company.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not granted any Loans, Guarantees or Investments during the financial year ended 31<sup>st</sup> March, 2026.

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

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

### **RELATED PARTY TRANSACTIONS:**

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

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

### **CORPORATE GOVERNANCE REPORT:**

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

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

#### **Retirement by Rotation**

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

#### **Appointment / Re-appointment of Directors**

The Board of Directors at its meeting held on 8<sup>th</sup> August, 2025 approved the appointment of Mr. Takashi Itoguchi as 'Executive Director' in whole-time employment for a period of three (3)



## Directors' Report (Contd.)

years with effect from 8<sup>th</sup> August, 2025 subject to approval of Members. The said appointment was also approved by the Members by passing a special resolution through Postal Ballot on 16<sup>th</sup> October, 2025.

### Cessation

During the year, Mr. Takeo Iguchi, Executive Director resigned with effect from 8<sup>th</sup> August, 2025. The Board placed on record its sincere appreciation for the valuable services rendered by him during his tenure with the Company.

### Key Managerial Personnel

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

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

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

### MEETINGS OF BOARD:

During the financial year 2025-26, five Board meetings were held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Act.

### COMMITTEES OF THE BOARD:

As on 31<sup>st</sup> March, 2026, the Board had five committees: Audit committee, Remuneration and Nomination committee, Stakeholders Relationship committee, Corporate Social Responsibility committee and Risk Management Committee. During the year, all recommendations made by the committees were approved by the Board. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

### FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

In compliance with the requirements of Listing Regulations, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company,

nature of the industry in which the Company operates, business model etc. The details of the familiarization program are explained in the Corporate Governance Report.

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

### PERFORMANCE EVALUATION OF THE BOARD:

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

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

### DECLARATION OF INDEPENDENCE:

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

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

### REMUNERATION POLICY:

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

## Directors' Report (Contd.)

### **DIRECTORS RESPONSIBILITY STATEMENT:**

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

- a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2026, the applicable accounting standards had been followed and there are no material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31<sup>st</sup> March, 2026 and of the profit of the Company for the year ended on that date.
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Directors had the annual accounts prepared on a going concern basis;
- e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **CORPORATE SOCIAL RESPONSIBILITY:**

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

### **AUDITORS & AUDITORS REPORT:**

#### **STATUTORY AUDITORS:**

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

#### **AUDITORS REPORT:**

During the year under review, there have been no instances of fraud reported by the Statutory Auditors under Section 143 (12) of the Act and the Rules framed thereunder either to the Company or to Central Government. The statutory auditor's remarks in their audit report are as follows which is self-explanatory.

We draw attention to Note 6 to the financial statements of the Company for the year ended 31<sup>st</sup> March 2026 with respect to loss of ₹ 2356.81 lakhs recognised in the year ended 31<sup>st</sup> March 2025 representing shortage of physical inventory as ₹ 1032.44 lakhs in cost of material consumed (including indirect taxes ₹ 212.52 lakhs) and ₹ 1324.37 lakhs in changes in inventories. Management had not been able to determine the possible impact of this shortage on the prior period's financial information, if any. As a result, no adjustment was made to the comparative information resulting in a departure from the recognition and measurement principles of Ind AS 8. Our audit opinion on the financial statements for the year ended 31<sup>st</sup> March, 2025 was modified accordingly. Our opinion on the current year's financial statements is also modified because of the possible effect of this matter on the comparability of the current year's figures and the corresponding figures.

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

During the previous year, the management had identified discrepancies between physical quantity recorded in the books of accounts and the physical inventory. Accordingly, an expense (including indirect taxes) of ₹ 2,356.81 lakhs has been recognised for the year ended 31 March 2025. Management had not identified the possible impact of this shortage on the prior period's financial information, if any. As a result, no adjustment was made to the comparative information resulting in a departure from the recognition and measurement principles of Ind AS 8. The audit opinion on the financial statements for the year ended 31<sup>st</sup> March, 2025 was modified accordingly. The opinion on the current year's



## Directors' Report (Contd.)

financial statements is also modified because of the possible effect of this matter on the comparability of the current year's figures and the corresponding figures.

### SECRETARIAL AUDIT:

M/s. JHR & Associates, a firm of Company Secretaries, were appointed as Secretarial Auditor for an audit period of 5 (five) financial years commencing from the financial year 2025-26 till the financial year 2029-30 pursuant to provisions of Section 204 of the Act and rules made thereunder and regulation 24A of the Listing Regulations. The Secretarial Audit Report for the financial year 2025-26 submitted by them confirms that the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines applicable to the Company and there were no qualifications, reservations, or adverse remarks except certain observation, which is self-explanatory. The Secretarial Audit Report for the financial year 2025-26 in the prescribed form MR-3 is attached as "Annexure – D" and forms part of this report.

### RECONCILIATION OF SHARE CAPITAL AUDIT:

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

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

The Company was not required to transfer any amount to the Investor Education and Protection Fund established by the Central Government (IEPF) during the financial year 2025-26.

### TRANSFER OF SHARES TO IEPF:

The Company has not transferred any shares to IEPF during the financial year 2025-26. Details of shares transferred prior to the financial year 2025-26 have been uploaded on the website of IEPF as well as the Company.

### SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

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

woman representative from an NGO. There was no case reported during the financial year 2025-26.

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

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

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

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

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

### PREVENTION OF INSIDER TRADING:

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

### INSURANCE:

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

## RISK MANAGEMENT

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

## Directors' Report (Contd.)

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

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

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

### **DISCLOSURE ON CONFIRMATION ON THE SECRETARIAL STANDARDS:**

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

### **EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company and can be accessed at <https://www.kokuyocamlin.com/policies>.

### **PARTICULARS OF EMPLOYEES:**

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

### **BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)**

Pursuant to regulation 34(2)(f) and other applicable provisions of the Listing Regulations, separate section on the Business Responsibility & Sustainability Report forms part of this report. Your Company is not falling under top 1000 listed entities based on the market capitalization as on 31<sup>st</sup> December, 2025.

### **ACKNOWLEDGEMENT:**

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

**For & on behalf of the Board**

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

Place : Mumbai  
Dated : 15<sup>th</sup> May, 2026



# Annexure 'A' to the Directors' Report

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

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

### A) CONSERVATION OF ENERGY

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

- A 564 KWp solar power plant was installed and commissioned at the Patalganga facility, contributing approximately 25% of the plant's total energy consumption.
- The Patalganga facility continues to leverage its installed solar power capacity of 564 KWp and 517 KWp commissioned in previous years. During FY 2025–26, the cumulative contribution of solar energy was approximately 46.5% of the plant's total power consumption. This sustained utilization of renewable energy reflects the organization's commitment towards energy conservation, reduced dependence on conventional power sources, and promotion of sustainable operations.
- A 500 KWp solar power plant has been installed at the Tarapur factory, contributing approximately 50% of the facility's total power requirements. In addition, a new 200 KWp solar power plant has recently been commissioned at the same location to further enhance renewable energy utilization. As part of ongoing energy conservation initiatives, a briquette-fired hot water generator has been introduced, replacing the existing electrical heating system. This transition has resulted in significant electricity savings.
- Diesel consumption of power generator is reduced due to the starting of express feeder power line at Patalganga plant.
- Across all factories, treated effluents from Effluent Treatment Plants (ETPs) are not discharged but are instead recycled and reused within the facilities. This practice has resulted in a water savings of approximately 20%. Additionally, the use of stored rainwater for gardening further contributes to reduced freshwater consumption. At the Patalganga plant, a rainwater storage pond with a capacity of 65,000 liters has been established to support these efforts.
- Turbo ventilators powered by wind have been installed on facility rooftops to enhance shop floor ventilation and reduce indoor heat levels, contributing to improved working conditions and energy efficiency.
- Natural lighting is utilized in manufacturing areas to minimize power consumption, complemented by the installation of energy-efficient LED lighting across all factory locations.
- Additionally, the adoption of electric injection moulding machines in place of traditional hydraulic machines has significantly reduced overall energy usage.

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

At Patalganga, Motion sensor–based lighting has been installed in identified low-occupancy and intermittent movement areas to enable automatic control of lighting. This ensures lights operate only when required, reducing electricity consumption during non-operational hours. The initiative optimizes energy usage and improves operational efficiency. It also supports sustainability by minimizing energy wastage and associated costs.

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

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

Annexure 'A' to the Directors' Report (Contd.)

## B) TECHNOLOGY ABSORPTION:

### Research and Development (R & D):

1. Specific areas in which R & D Carried out by the Company	:	New or existing product development, process development.
2. Benefits derived as a Result of the above R & D	:	Cost reduction, quality upgradation, development of new markets.
3. Future plan of action	:	Future plan of action envisages acceleration in the process of development already set in motion and undertaking further process development work for achieving cost reduction, creating innovative products and improvement in quality.

(₹ in Lakhs)

4. Expenditure on R&D		<b>2025-26</b>	<b>2024-25</b>
a) Capital		-	-
b) Recurring		636.10	554.33
<b>Total</b>		<b>636.10</b>	<b>554.33</b>
Total R&D Expenditure as a Percentage of total turnover		0.77	0.73

### TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

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

## C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

Major countries of export are SAARC, Middle East, Far East, Mauritius, Ghana, USA, and Japan. This financial year added five new countries to exports & focused on strengthening our presence in existing markets while exploring new opportunities to expand global footprint.

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

(₹ in Lakhs)

		<b>2025-26</b>	<b>2024-25</b>
Foreign exchange used		6530.51	5507.85
Foreign exchange earned		2453.14	2600.01

For & on behalf of the Board

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

Place : Mumbai

Dated : 15<sup>th</sup> May, 2026



## Annexure 'B' to the Directors' Report

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

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

Name of the Director	Designation	Ratio to median remuneration
Mr. Dilip Dandekar	Chairman and Non-Executive Director	5.75
Mr. Shriram Dandekar	Vice-Chairman and Non-Executive Director	4.70
Mr. Satish Veerappa	Managing Director	59.60
Mr. Takeo Iguchi	Executive Director	*9.18
Mr. Takashi Itoguchi	Executive Director	**11.04

- The median remuneration of employees of the Company was ₹ 350961/-
- Sitting Fees paid to the Directors have not been considered as remuneration.

\* Mr. Takeo Iguchi has resigned as Executive Director with effect from 8<sup>th</sup> August, 2025.

\*\* Mr. Takashi Itoguchi was appointed as an Executive Director with effect from 8<sup>th</sup> August, 2025.

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

Name of the Director/KMP	Designation	% change in remuneration
Mr. Dilip Dandekar	Chairman and Non-Executive Director	7.85%
Mr. Shriram Dandekar <sup>#</sup>	Vice Chairman and Non-Executive Director	-89.65%
Mr. Takeo Iguchi <sup>*</sup>	Executive Director	- 62%
Mr. Takashi Itoguchi <sup>**</sup>	Executive Director	NA
Mr. Satish Veerappa	Managing Director	-19%
Mr. Nilesh Choudhary <sup>^</sup>	Chief Financial Officer	44%
Mr. Vipul Bhowy	Company Secretary & Compliance Officer	15%

Note: The % change in remuneration is comparison between actual remuneration paid to the Directors/KMPs during the financial year under review and the previous financial year.

<sup>#</sup>The designation of Mr. Shriram Dandekar, has changed from Executive Director to Non-Executive Director with effect from 1<sup>st</sup> April 2025.

<sup>\*</sup>Mr. Takeo Iguchi has resigned as Executive Director with effect from 8<sup>th</sup> August, 2025.

<sup>\*\*</sup>Mr. Takashi Itoguchi was appointed as an Executive Director with effect from 8<sup>th</sup> August, 2025.

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

3. The percentage increase in the median remuneration of employees in the financial year: 10.37%
4. The number of permanent employees on the rolls of company: 1161
5. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average increase in remuneration is 12.70% for Employees other than Managerial Personnel and 13.39% for Managerial Personnel (considering the full & final settlement of one of the Executive Directors during the year under review).

Annexure 'B' to the Directors' Report (Contd.)

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

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

Note: The calculation made in this annexure is based on the actual remuneration paid during the financial year 2025-26.

**For & on behalf of the Board**

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

Place : Mumbai  
Dated : 15<sup>th</sup> May, 2026



# Annexure 'C' to the Directors' Report

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

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

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

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

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

### 2. Composition of CSR Committee:

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

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

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

#### Contribution to project Nanhi Kali:

Project Nanhi Kali, jointly implemented by K.C. Mahindra Education Trust and Naandi Foundation, focuses on supporting the education of underprivileged girls enrolled in government schools. The program provides comprehensive academic support, access to adaptive learning through digital tablets, sports curriculum, and essential school supplies. During the year, the Company contributed to Project Nanhi Kali and supported the education of 108 beneficiaries ("Nanhi Kalis") from areas around Mumbai, Maharashtra. This initiative has helped enhance learning outcomes, encourage continued education, and promote holistic development among the beneficiaries.

#### Mini Science Centre for schools:

In line with its CSR commitment to promote quality education, the Company established Mini Science Centres in 7 schools in Maharashtra and Jammu, in collaboration with STEM Learning Private Limited. These centres are designed to simplify the teaching of science and mathematics through innovative, interactive, and hands-on learning modules. By fostering

## Annexure 'C' to the Directors' Report (Contd.)

experiential learning, the initiative enhances conceptual understanding and encourages curiosity among students, thereby contributing to improved learning outcomes.

### **Vaccination for prevention of cervical cancer:**

In furtherance of its commitment to preventive healthcare, the Company, in collaboration with Jivika Foundation, has undertaken a cervical cancer vaccination initiative benefiting approximately 250 girls in Maharashtra. The vaccination protocol comprises two doses administered with a minimum interval of six months. The first dose has been successfully administered to all identified beneficiaries, and the second dose is scheduled to be administered upon completion of the prescribed interval. Given the nature of the vaccination cycle, this initiative is being implemented as an ongoing CSR project.

### **Contribution to Aashiyae Kustigir Sudhir Pundekar Sports Foundation:**

With an objective to promote sports and encourage grassroots talent, the Company extended its CSR support to 50 sports enthusiasts associated with Aashiyae Kustigir Sudhir Pundekar Sports Foundation, located at Shiv Samarth Sports Complex, Mulikwadi, Taluka Phaltan, District Satara. The support was provided for the remaining period of the year following the approval of CSR projects by the Board of Directors.

### **Support to one of the schools in Maharashtra:**

During the year, the Company extended its CSR support to Shrimati Taramati Harishchandra Patil Vidyalaya, located in Chahade, Palghar District, towards the upgradation and restoration of school infrastructure through Seva Sahayog Foundation. The initiative included structural and plumbing repairs, improvements to basic electrical systems and utilities, as well as enhancements in hygiene, painting, and finishing. These interventions have significantly improved sanitation standards and the overall learning environment, thereby making education more accessible, safe, and conducive for students.

### **Contribution to A.K. Munshi Yojana:**

A. K. Munshi Yojana, a voluntary welfare organization, is engaged in empowering underprivileged communities by facilitating access to education and healthcare services. During the year, in line with its CSR Policy, the Company supported the initiatives of A. K. Munshi Yojana through financial support, to further strengthen its outreach and effectiveness.

4. **Executive summary of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):** Not Applicable
5. (a) **Average net profit of the company as per section 135(5):** ₹ 3263.67 lakhs  
(b) **Two percent of average net profit of the company as per section 135(5):** ₹ 65.27 lakhs  
(c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil  
(d) **Amount required to be set off for the financial year, if any:** Nil  
(e) **Total CSR obligation for the financial year:** ₹ 65.27 lakhs
6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 58.80 lakhs  
(b) **Amount spent in Administrative Overheads:** Nil  
(c) **Amount spent on Impact Assessment, if applicable:** Not Applicable  
(d) **Total amount spent for the Financial Year:** ₹ 58.80 lakhs



Annexure 'C' to the Directors' Report (Contd.)

(f) **CSR amount spent or unspent for the financial year:**

Total amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount (in ₹)	Date of transfer	Name of the Fund	Amount	Date of transfer
58.80 Lakhs	6.47 Lakhs	29.04.2026*		Nil	

\*At the request of the CSR project partner, the Company, on 29<sup>th</sup> April, 2026, contributed the balance unspent amount outstanding as on 1<sup>st</sup> April, 2026 towards implementation of the final phase of the ongoing project. Consequently, as on 30<sup>th</sup> April, 2026, no unspent CSR amount remained outstanding with the Company.

(g) **Excess amount for set off, if any:** Nil

7. (a) **Details of Unspent CSR amount for the preceding three financial years:** Nil

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

**If Yes, enter the number of Capital assets created/ acquired:** Not Applicable

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable.

**Satish Veerappa**  
Managing Director

**Shriram Dandekar**  
Chairman – CSR Committee

Place: Mumbai

Dated: 15<sup>th</sup> May, 2026

# Annexure 'D' to the Directors' Report

## Form No. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2026

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

The Members,  
Kokuyo Camlin Limited  
48/2, Hilton House, Central Road  
MIDC, Andheri (East),  
Mumbai- 400 093

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2026, according to the provisions of:

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>i. The Companies Act, 2013 ('the Act') and the rules made thereunder;</li> <li>ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;</li> <li>iii. The Depositories Act, 1996, the Regulations and Bye-laws framed thereunder;</li> <li>iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;</li> <li>v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -</li> </ul> | <ul style="list-style-type: none"> <li>a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;</li> <li>b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;</li> <li>c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 <b>(Not applicable to the Company during audit period);</b></li> <li>d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 <b>(Not applicable to the Company during audit period);</b></li> <li>e. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 <b>(Not applicable to the Company during audit period);</b></li> <li>f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 / 2025, regarding the Companies Act and dealing with client <b>(Not applicable to the Company during the audit period);</b></li> <li>g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 <b>(Not applicable to the Company during audit period);</b></li> <li>h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 <b>(Not applicable to the Company during audit period);</b></li> <li>i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;</li> </ul> |
|---|--|

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

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to the Board and General Meetings.



- ii. The Listing Agreements entered by the Company with National Stock Exchange of India Limited (NSE) and BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, Standards etc. mentioned above, except for the review of Related Party Transactions Policy under Regulation 23 (1) of LODR Regulations, which has however been reviewed and updated on the date of this Report.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of

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

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

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

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

We further report that during the period under review, no specific events/ actions which having a major bearing on the Company's affairs have taken place, in pursuance of the above referred laws, rules, regulations and standards.

For JHR & Associates  
Company Secretaries

J. H. Ranade  
Partner  
FCS- 4317, CP- 2520  
PR Certificate No.-6285/2024

Place : Thane  
Date : 15<sup>th</sup> May, 2026

UDIN : F004317H000326595

The Members,  
Kokuyo Camlin Limited  
48/2, Hilton House, Central Road  
MIDC, Andheri (East),  
Mumbai- 400 093

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

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

For JHR & Associates  
Company Secretaries

J. H. Ranade  
Partner  
FCS- 4317, CP- 2520

Place : Thane  
Date : 15<sup>th</sup> May, 2026

# Management Discussion and Analysis

## 1. Economic Review

### 1.1 Global Economy

After a relatively resilient stretch in Calendar Year (CY) 2025, the global economy is entering CY2026 under renewed disruption following escalating conflict in the Middle East, compounding an already uncertain macroeconomic environment. Under the reference forecast, global growth is projected at 3.1% in CY2026 and 3.2% in CY2027, below the recent pace of ~3.4% in CY2025 and the historical (2000–19) average of 3.7%. It is expected to stabilise around these levels over the medium term.

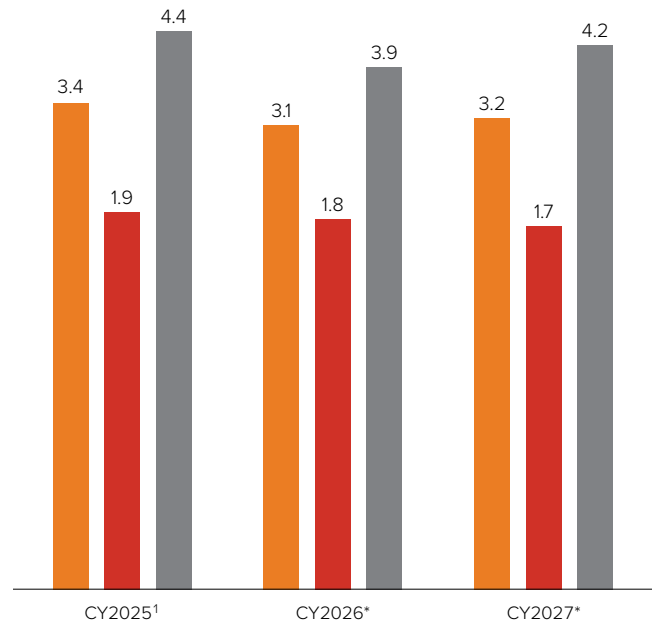
The outlook is further pressured by elevated commodity prices, disrupted trade routes, and heightened financial market volatility, shaping inflation expectations and overall risk sentiment. Growth trends remain uneven across regions. Advanced economies are expected to expand by 1.8% in CY2026 and 1.7% in CY2027, with relatively limited direct impact from the conflict; however, net energy-importing regions such as parts of Europe and the United Kingdom may face greater strain. Emerging market and developing economies are projected to grow at 3.9% in CY2026 and 4.2% in CY2027, with performance varying based on energy dependence, remittance flows, and geopolitical exposure. India's growth outlook is projected at 7.6% for CY2025 supported by strong domestic demand and policy momentum and is expected to moderate to 6.5% in CY2026 & CY2027 amid external headwinds.

Global inflation in 2025 was largely steady overall, though it concealed uneven pressures across economies and components of the price basket. However, Global inflation is expected to temporarily reverse its easing trend, rising to 4.4% in CY2026 before moderating to 3.7% in CY2027, reflecting upward revisions for both years and driven largely by higher energy and food prices. Inflation dynamics remain uneven across countries, reflecting differences in services inflation, domestic demand conditions, and local factors. In 2025, global trade stayed strong but was already being shaped by rising US tariff-related frictions and supply chain adjustments. Global trade growth is also projected to slow, from 5.1% in 2025 to 2.8% in CY2026 before recovering to 3.8% in CY2027, as supply chains adjust and trade linkages realign.

Over the medium term, global imbalances are expected to narrow gradually, supported in part by expansionary fiscal measures in select surplus economies, though overall adjustment will likely remain limited.

(Source: World Economic Outlook, IMF, April 2026)

### GDP Growth Rate (In %)



● World Output ● Advanced Economies  
● Emerging Market and Developing Economies

\* Projections 1 Estimated

(Source: World Economic Outlook by IMF, April 2026)

### Outlook

The medium-term global outlook remains subdued, shaped by structural headwinds such as geoeconomic fragmentation, rising geopolitical risks, and slowing momentum across major economies. Reduced global integration manifested through weaker trade flows, constrained migration, and cautious capital deployment, is expected to weigh on productivity, innovation, and long-term growth potential. Overall, global growth is likely to remain gradual and uneven over the medium term.



## 1.2 Indian Economy

The Indian economy recorded a resilient performance in FY 2025–26, with real GDP growth estimated at 7.6%, supported by broad-based domestic demand and resilient economic activity. However, geopolitical tensions in West Asia have heightened global uncertainty, disrupting trade routes and elevating energy and commodity prices, particularly due to risks around the Strait of Hormuz. These factors have contributed to global market volatility, with spillover effects on India. In this context, the Reserve Bank of India has maintained a neutral stance, keeping the repo rate unchanged at 5.25%. Looking ahead, growth is projected to moderate to 6.9% in FY 2026–27, while remaining steady, supported by resilient services activity, improving manufacturing capacity utilisation, and strong corporate and financial sector balance sheets. Policy measures such as GST rationalisation and the continued focus on domestic manufacturing are also expected to provide further support to growth.

The industrial sector is gaining momentum, with growth estimated at 6.2% in FY 2025–26 (up from 5.9% in FY 2024–25), supported by sustained infrastructure activity. Manufacturing remains robust, growing 8.4% in H1 FY 2025–26, exceeding the full-year estimate of 7.0%. The Production Linked Incentive (PLI) schemes continue to drive capacity expansion, with

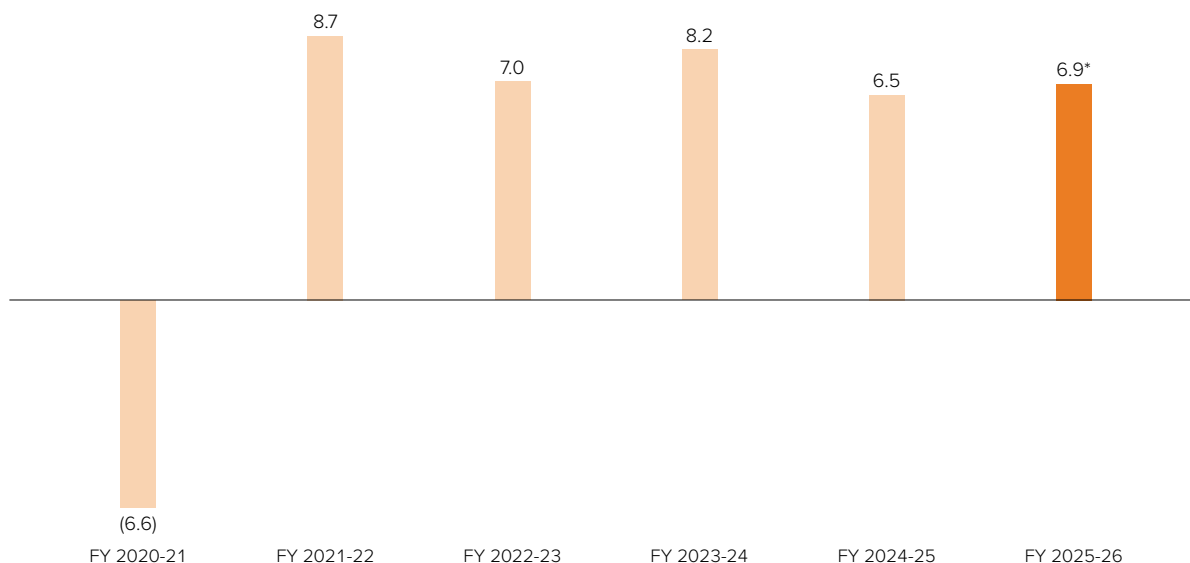
investments exceeding ₹2.16 lakh crore across 14 sectors as of April 2026.

Infrastructure development remains a key growth driver, with capital expenditure budgeted at ₹12.2 lakh crore (3.4% of GDP) in the Union Budget FY 2026–27. Continued focus on infrastructure, MSMEs, digital and semiconductor ecosystems, ease of doing business, and employment generation is expected to reinforce India's medium-term growth trajectory.

### Outlook

India's growth outlook remains stable, supported by resilient domestic demand, strong services performance, and improving manufacturing activity. While external risks such as elevated commodity prices, supply chain disruptions, and global financial volatility persist, robust macroeconomic fundamentals are expected to sustain growth over the near to medium term.

### GDP Growth Rate (In %)



(Source: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2132688>)\*= Estimated

<https://timesofindia.indiatimes.com/business/india-business/oecd-pegs-india-gdp-growth-at-7-6-in-fy26-sees-moderation-next-fiscal/articleshow/129825404.cms>

## 2. Stationery Industry Review

### 2.1 Global

According to Mordor Intelligence, the global stationery and supplies market is projected to grow from USD 152.43 billion in 2025 to USD 160.22 billion in 2026, reaching USD 205.64 billion by 2031, at a CAGR of 5.11% (2026–2031).

Growth is supported by rising enrolment across primary and higher education, sustaining demand for notebooks, art materials, and exam supplies. Increasing emphasis on ESG criteria is driving adoption of recycled and sustainable products, often commanding premium pricing. At the same time, omnichannel retail is reshaping consumer behaviour, blending online discovery with in-store purchase experiences.

Innovation remains a key driver, with products such as reusable cloud-linked notebooks, refillable pens, and biodegradable materials creating new value segments and helping offset input cost pressures.

#### 37.5% of global revenue in 2025

Accounted for by paper-based stationery, driven by strong usage across educational institutions, offices, and households.

#### 28.8% global market share in 2025

Held by the educational institutes segment, supported by steady demand for notebooks, textbooks, writing instruments, and art supplies.

#### 38.2% share of the global stationery market in 2025

Held by Asia Pacific, driven by a large student base, rapid urbanisation, and a growing middle-class population.

#### Key Market Drivers

- **Rising education enrolment** supporting sustained demand for notebooks, art materials, and exam supplies.
- **Shift towards sustainable products**, driven by ESG-focused procurement and consumer preference for recycled and eco-friendly options.
- **Omnichannel retail growth**, blending digital discovery with in-store purchase experiences.

- **Product innovation**, including reusable, refillable, and eco-friendly offerings that create premium segments.
- **Premiumisation trends**, enabling higher value realisation despite pressure on low-cost paper products.

### 2.2 India

India's stationery industry is projected to reach Rs.45,000–48,000 crore by 2026, covering writing instruments, notebooks and paper products, art supplies, files and folders, and office consumables. The country remains one of the largest global markets by volume, driven by a large student base and an exam-oriented education system.

The industry is highly fragmented, with the organised segment—comprising branded players and established distributors—gaining traction in urban and semi-urban markets, while the unorganised sector continues to dominate price-sensitive categories in rural and local markets.

Despite rising digital adoption, stationery remains integral across schools, offices, households, and creative use cases. Core products such as notebooks, pens, pencils, and art materials continue to see sustained demand, supported by the essential role of education, examinations, and documentation in daily life.

#### Market Segments

- **Education stationery:** Largest segment; highly seasonal and linked to the academic cycle
- **Office stationery:** Stable demand across corporates, MSMEs, and government
- **Art & creative supplies:** Smaller but faster-growing, with higher value potential

#### Key Growth Drivers

- **Large student population:** Sustains consistent demand despite digital adoption
- **Expansion of private schools & coaching centres:** Drives bulk, branded purchases
- **Continued office usage:** Paper-based processes remain relevant, especially in MSMEs and government
- **Premiumisation:** Shift towards better quality, design, and durability
- **E-commerce & modern retail:** Expanding access and enabling new consumption patterns



## Segment-wise Performance

### Writing Instruments

Pens and pencils account for the largest share by volume, with demand remaining stable. The segment is highly competitive, with differentiation driven by branding, ink quality, and ergonomic design.

### Notebooks and Paper Products

Notebooks contribute significantly to industry value, with demand peaking during academic cycles. Sustainability considerations are increasingly influencing paper sourcing and recycling practices.

### Office Stationery

This segment, including files, folders, paper, and desk accessories, remains steady but grows at a slower pace. Demand is largely driven by government institutions and MSMEs, ensuring consistency.

### Art and Creative Supplies

A smaller but faster-growing segment, driven by rising interest in hobbies, school art education, and creative professionals. It offers higher potential for premiumisation and value-added products.

Source: <https://businessbase.com/stationery-industry-in-india/>

### Outlook

In the short term (2026–2027), India’s stationery industry is expected to maintain stable demand, driven by the education sector and examination cycles. Growth is likely to be supported by gradual premiumisation, with organised players continuing to strengthen their presence, particularly in urban markets.

Over the medium term, the industry could reach approximately ₹60,000 crore by 2030, led by sustained education demand, expansion of premium and creative segments, and stronger brand differentiation. While volume growth may remain moderate, steady value growth is expected. Overall, the industry is evolving alongside digital adoption, with stationery continuing to play a vital role in education and daily use.

## Government Initiatives

### Union Budget 2026–27

The Union Budget reinforces the government’s focus on education, with ₹1,39,289 crore allocated to the Ministry of Education, reflecting an 8.27% increase. Of this, ₹83,562 crore is directed towards the Department of School Education & Literacy, supporting improved access, quality, and infrastructure.

### GST Rationalisation

Essential stationery items—including pencils, crayons, exercise books, and charts—have been made tax-free under the revised GST framework (earlier 12%), with erasers also exempted. This move enhances affordability and supports demand for domestic manufacturers.

### PM SHRI Scheme

A centrally sponsored initiative (FY 2023–2027) to upgrade over 14,500 government schools in line with NEP 2020. As of March 2026, 13,085 schools have been onboarded, strengthening quality and inclusive education.

### PM Vidyashakti Scheme

Facilitates collateral-free education loans for higher education. As of March 2026, over 3.68 lakh applications have been processed, with disbursements exceeding ₹13,600 crore, improving access to education.

## 3. Company Overview

Kokuyo Camlin Limited is engaged in the manufacturing, development, and marketing of stationery and art materials, serving a diverse consumer base of students, professionals, and creative users across India and international markets. Its evolution has been shaped by the strategic partnership with Kokuyo Co., Ltd. in 2011, combining a strong domestic legacy with global design expertise and innovation.

The Company’s portfolio spans everyday writing instruments to specialised art materials, anchored by its well-established Camlin and Camel brands, which continue to enjoy strong recall while evolving to meet changing consumer preferences.

The Company’s manufacturing facilities at Patalganga, Tarapur, and Jammu provide the capability to address market demand while maintaining operational efficiency and agility. Coupled with a wide pan-India distribution network and an expanding global footprint, it continues to prioritise product innovation, digital engagement, and portfolio premiumisation to enhance its market position and create long-term value.

## Management Discussion and Analysis (Contd.)

### 2025-26 Highlights

During the year, the Company received the 'India Best Design Award (IBDA) 2025' in the 'Best Design Project' category for the Camlin Scholar Pro Geometry Box and Camel ColorPAD. The awards recognised our innovation across design, development, and manufacturing. In the same year, the Camlin Spin Eraser won the CII Design Excellence Award 2025 in the Product Design category for its playful learning concept that combines an eraser with a fidget spinner and spinning top, highlighting Kokuyo Camlin's in-house design and development capabilities.

The Company strengthened its brand engagement initiatives through its collaboration with Royal Enfield at the Motoverse platform, leveraging the event's strong enthusiast community and experiential ecosystem. The engagement included immersive, community-driven workshops, interactive experiences and exclusive product showcases, enabling enhanced brand visibility.

The Company continued to strengthen its consumer engagement and digital outreach initiatives through innovative and interactive offerings across key product categories. During the year, the Company expanded its digital presence with the launch of the Kokuyo Camlin Kids platform, designed to engage parents and children through curated creative learning content and activity-based interactions, thereby fostering stronger brand affinity among young consumers. The Company also reinforced its focus on the colouring segment through the introduction of thematic and occasion-based kits aligned with festive celebrations such as Ganesh Chaturthi and Christmas, enhancing seasonal consumer participation and encouraging creative expression. Further, the notebook portfolio was enriched with QR-enabled covers that connected consumers to an interactive digital platform, offering engaging experiences and customised merchandise opportunities, thereby blending creativity with technology and delivering an enhanced consumer experience.

### SWOT

#### Strengths

- Strong legacy brand in India with high trust in art materials and stationery
- Backed by Kokuyo Co., Ltd., bringing global expertise and innovation
- Wide product portfolio across student, artist, and office segments
- Extensive distribution network with deep penetration in schools and retail
- Strong recall in categories like colours, pencils, and scholastic supplies

#### Weaknesses

- Dependence on the academic season for sales
- Limited premium positioning compared to global art brands
- Margins impacted by commodity price fluctuations
- Lower presence in fast-growing digital/creative tech categories

#### Opportunities

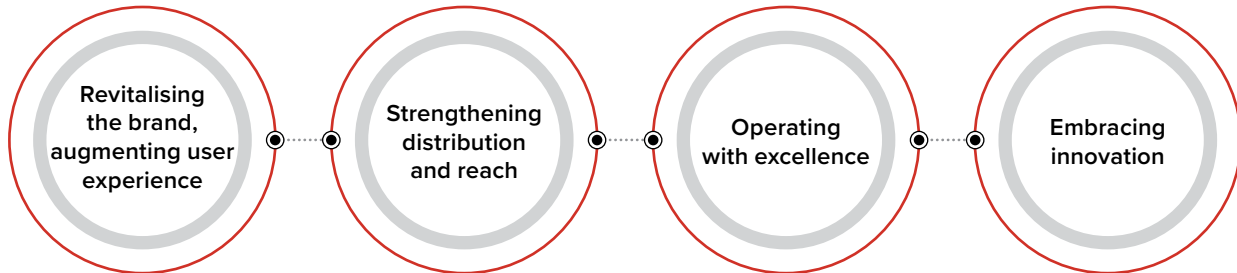
- Growing demand for hobby, DIY, and creative art segments among youth
- Expansion into premium and professional artist categories
- E-commerce and D2C channels enabling wider reach
- Rising focus on education and stationery consumption in India
- Product innovation leveraging Japanese design and quality

#### Threats

- Intense competition from unorganised local players and low-cost imports
- Price sensitivity in mass-market segments
- Digital substitution is reducing traditional stationery usage in some categories
- Supply chain volatility and raw material cost pressures



## Strategic Pillars



## 4. Financial Performance

Particulars	2025-26	2024-25	Y-o-Y
Revenue from Operations	80,596.81	76,252.88	5.70
Other Income	50.87	74.86	(32.05)
Cost of Material	33,801.04	30,679.58	10.17
Employee Benefit Expenses	10,860.49	9,846.89	10.29
Other Expenses	14,301.05	13,916.18	2.77
EBITDA	4,945.13	3,165.19	56.24
Finance Cost	256.06	461.08	(44.47)
Depreciation and Amortization Expenses	2,210.28	2,120.81	4.22
<b>Tax Expense</b>			
- Current Tax	891.53	348.27	155.99
- Deferred Tax	20.41	(56.75)	(135.96)
PAT	2,478.79	583.30	324.96

### Key Ratios

Particulars	2025-26	2024-25
Debtors Turnover Ratio	10.65	9.58
Inventory Turnover Ratio	3.12	2.88
Current Ratio	2.19	1.97
Debt-to-Equity Ratio	0.08	0.14
Operating Profit Margin (%)	6.14	4.15
Revenue Growth (%)	5.70	(6.54)
Return on Net Worth	7.94	1.95

## 5. Risk Management

The Company operates in a dynamic environment shaped by evolving consumer preferences, supply chain volatility, and regulatory developments. A structured risk management framework is in place to proactively identify, assess, and mitigate key risks that may impact business performance. By aligning mitigation strategies with business priorities such as portfolio diversification, cost optimisation, brand strengthening, and regulatory compliance, the Company aims to enhance resilience and sustain long-term growth.

Key Risk	Description	Mitigation Measures	Severity
<b>Shift in Consumer Preferences</b>	Evolving consumer behaviour driven by digital adoption and lifestyle changes may impact demand for traditional stationery and art products.	<ul style="list-style-type: none"> <li>Broadening product portfolio to include digital and hybrid stationery solutions</li> <li>Strengthening outreach to younger consumer segments through focused engagement initiatives</li> </ul>	
<b>Raw Material Cost Fluctuation</b>	Variability in global supply chains and inflationary pressures, including geopolitical disruptions, may result in increased input costs, affecting margins.	<ul style="list-style-type: none"> <li>Strategic sourcing and efficient inventory management</li> <li>Increasing localisation and import substitution to manage input cost volatility</li> </ul>	
<b>Demand Seasonality</b>	Sales performance is influenced by academic cycles and festive periods, resulting in seasonal fluctuations in demand.	<ul style="list-style-type: none"> <li>Expanding presence in hobby and fine art categories</li> <li>Diversifying customer base beyond student segments to reduce seasonality impact</li> </ul>	
<b>Brand Relevance</b>	Sustaining brand resonance among younger and digitally engaged consumers remains essential in a competitive environment.	<ul style="list-style-type: none"> <li>Continued investment in brand-building initiatives</li> <li>Strengthening brand positioning through campaigns such as 'Camlin X Royal Enfield' &amp; 'Colouring as a Joy'</li> </ul>	
<b>Regulatory and Policy Changes</b>	Changes in education policies, trade regulations, and environmental norms may impact compliance requirements and operational processes.	<ul style="list-style-type: none"> <li>Proactive monitoring of regulatory developments and ensuring compliance readiness</li> <li>Aligning with government initiatives supporting domestic manufacturing and education outreach</li> </ul>	
<b>Competitive Environment</b>	Intense competition from domestic stationery brands may impact market share, pricing power, and margins.	Strengthening brand equity, expanding product innovation, enhancing distribution reach, and focusing on premium and differentiated offerings to sustain market competitiveness.	

## 6. Human Resources

The Company continues to undertake various initiatives aimed at strengthening its people practices and organisational culture. Focus remained on enhancing employee capabilities through targeted learning interventions and skill development programmes across functions and levels. A continued emphasis was also on fostering a disciplined and value-driven workplace. Regular awareness initiatives were conducted on the Code of Conduct and Prevention of Sexual Harassment at the Workplace (POSH) to reinforce ethical practices and compliance standards. The Company also encouraged a culture of engagement and collaboration through employee participation initiatives and recognition efforts. In parallel, focus on workplace safety, inclusivity, and overall employee well-being remained integral to its human resource approach. As of March 31, 2026, the Company employed approximately 1,161 individuals across its operations.



## 7. Internal Control & Systems

The Company has in place an internal control system commensurate with the size and nature of its operations. The system is designed to ensure the efficient conduct of business operations, the safeguarding of assets, the prevention and detection of fraud and errors, the accuracy of accounting records, and the timely preparation of reliable financial information. The internal control framework is supported by defined policies, procedures, and periodic internal reviews. The Company periodically reviews and strengthens its internal control systems to ensure their continued adequacy and effectiveness.

## 8. Cautionary Statement

This Management Discussion and Analysis contain forward-looking statements that reflect the Company's current expectations, estimates, and projections. Such statements involve inherent risks, uncertainties, and factors beyond the Company's control, which may cause actual results, performance, or outcomes to differ materially from those expressed or implied. The Company undertakes no obligation to update these statements, and readers are advised to exercise caution and not place undue reliance on them.

# Corporate Governance Report

Your Director's present the Company's report on Corporate Governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the year ended 31<sup>st</sup> March, 2026.

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

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

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

## 2. BOARD OF DIRECTORS:

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

The composition of the Board as on 31<sup>st</sup> March, 2026 is in conformity with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 (the Act). The Board is chaired by Non-Executive Promoter Chairman and has an optimum combination of Executive, Non-Executive and Independent Directors.

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

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

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



## Corporate Governance Report (Contd.)

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

As mandated by Listing Regulations, none of the Directors is a member of more than ten Board level Committees or Chairman of more than five Committees across companies in which he/she is Director. Relevant details of the Board as on 31<sup>st</sup> March, 2026 are given as follows:

Name, Designation & DIN of Directors	Category	No. of Board Meetings Attended	No. of Directorships held in other Companies	Name of the Listed Entity in which Directorship held and Category of Director	Attendance at last AGM	No. of Committee positions held in other Companies#	
						Chairman of Committee	Member of Committee
Mr. Dilip D. Dandekar Chairman & Non-Executive Director (00846901)	NED(P)	5	7	Nil	Yes	Nil	Nil
Mr. Masaharu Inoue Sr. Vice Chairman & Non-Executive Director (10154904)	NED	3	Nil	Nil	Yes	Nil	Nil
Mr. Shriram S. Dandekar Vice Chairman & Non-Executive Director (01056318)	NED(P)	5	1	Nil	Yes	Nil	Nil
Mr. Satish Veerappa Managing Director (00507955)	MD	5	Nil	Nil	Yes	Nil	Nil
Mr. Takeo Iguchi* Executive Director (03599826)	ED	2	1	Nil	Yes	Nil	Nil
Mr. Takashi Itoguchi** Executive Director (08520967)	ED	3	1	Nil	Yes	Nil	Nil
Ms. Nandini Chopra Non-Executive Independent Director (07891312)	NED (I)	5	Nil	Nil	Yes	Nil	Nil
Ms. Naho Shigeta Non-Executive Independent Director (02014640)	NED (I)	5	5	Nil	Yes	Nil	Nil
Mr. Nilesh Modi Non-Executive Independent Director (07365188)	NED (I)	5	1	Nil	Yes	Nil	Nil
Mr. Naganath Subramanian Iyer Non-Executive Independent Director (10482193)	NED (I)	5	Nil	Nil	Yes	Nil	Nil
Mr. Tomoya Okada Non-Executive Independent Director (03434839)	NED (I)	5	Nil	Nil	Yes	Nil	Nil

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

\* Resigned with effect from 8<sup>th</sup> August, 2025.

\*\* Appointed with effect from 8<sup>th</sup> August, 2025.

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

## Corporate Governance Report (Contd.)

The Non-Executive / Independent Directors do not hold any shares in the Company as on 31<sup>st</sup> March, 2026 except Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar who holds 2,00,000 Equity shares and 2,50,000 Equity shares respectively of the Company.

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

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

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

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

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

Name of the Director	Skills / Expertise / Competence
Mr. Nilesh R. Modi	Wide experience as Practicing Advocate & Solicitor in real estate, testamentary, arbitrations, mediations corporate law and civil litigation matters in all tribunals and Courts in India including Supreme Court.
Mr. Naganath Subramanian Iyer	Broad experience in the areas of Human Resources, Industrial Relations, Employee Relations and Labour Laws.
Mr. Tomoya Okada	Vast experience in the areas of Merger and Acquisition advisory.

### NUMBER OF BOARD MEETINGS:

During the financial year 2025-2026, 5(Five) meetings of the Board were held, details of which are given below and the maximum gap between two meetings did not exceed one hundred and twenty days:

Sr. No.	Date of Meeting	Board Strength	No. of Directors present
1	28.05.2025	10	10
2	08.08.2025	10	9
3	04.11.2025	10	10
4	16.12.2025	10	10
5	30.01.2026	10	9

### CODE OF CONDUCT:

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

### INDUCTION AND FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS:

The Company organizes induction programmes for new Directors and an ongoing familiarization programmes for Independent Directors with respect to the business/ working of the Company. On appointment of a Director, the concerned Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, roles, rights and responsibilities.

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



## Corporate Governance Report (Contd.)

to the Directors, updating them with statutory changes and compliances applicable to the Company.

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

### 3. COMMITTEES OF THE BOARD:

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

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

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

The Company has the following Board Level Committees:

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

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

#### A. AUDIT COMMITTEE

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

The composition of the Audit Committee along with the details of the meetings held and attended during the financial year 31<sup>st</sup> March, 2026, are given below.

#### Meetings, Members and Attendance:

During the financial year 2025-26, the Audit Committee held 6 (six) meetings on 23<sup>rd</sup> April, 2025, 28<sup>th</sup> May, 2025, 8<sup>th</sup> August, 2025, 4<sup>th</sup> November, 2025, 16<sup>th</sup> December, 2025 and 30<sup>th</sup> January, 2026. The time gap between any two meetings was less than one hundred twenty days. The details of attendance of Audit Committee meetings are as under:

Name of the Member	Category	Status	No of Meetings	
			Held <sup>#</sup>	Attended
Ms. Nandini Chopra	NED(I)	Chairperson	6	6
Mr. Nilesh Modi	NED(I)	Member	6	6
Mr. Tomoya Okada	NED(I)	Member	6	6
Mr. Satish Veerappa	MD	Member	6	6
Mr. Naganath Subramanian Iyer*	NED(I)	Member	3	3
Ms. Naho Shigeta*	NED(I)	Member	3	3

<sup>#</sup> Number of meetings held during the tenure of respective members of the Committee.

\* Appointed as a Committee Member with effect from 8<sup>th</sup> August, 2025.

The Composition of the Audit Committee is in compliance with the requirements as prescribed under the Act and Listing Regulations. Members of the Audit Committee have accounting and financial management expertise. The Chairperson of the Audit Committee attended the AGM held on 8<sup>th</sup> August, 2025 to answer the shareholders' queries.

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

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

## Corporate Governance Report (Contd.)

### Terms of reference:

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

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

### B. REMUNERATION AND NOMINATION COMMITTEE:

As on 31<sup>st</sup> March, 2026, the Remuneration & Nomination Committee comprises of Members as stated below. The composition of the Committee is in conformity with the Act and the Listing Regulations.

#### Meetings, Members and Attendance

During the financial year 2025-26, the Remuneration & Nomination Committee held 3 (three) meetings on 27<sup>th</sup> May, 2025, 6<sup>th</sup> August, 2025 and 28<sup>th</sup> January, 2026. The details of attendance of the Members are as under:

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

<sup>#</sup> Number of meetings held during the tenure of respective members of the Committee.

The Board has designated Company Secretary & Compliance Officer to act as Secretary to the Committee.

### Terms of reference:

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

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

### Performance Evaluation

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

Policy for Remuneration to Director/ Key Managerial Personnel

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

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

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

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

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

- c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.
- d. Any remuneration paid to Non-Executive/ Independent Directors for services rendered which are of professional in

nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

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

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

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

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

**Directors:**

(₹ In Lakhs)

Name of Director	Sitting Fees	Salary Including HRA	Perquisites	Total
Mr. Dilip D. Dandekar	6.20	N.A.	14.00	20.20
Mr. Masaharu Inoue	0.00	N.A.	N.A.	0.00
Mr. Shriram S. Dandekar	6.20	N.A.	10.29	16.49
Mr. Satish Veerappa	N.A.	89.30	119.90	209.20
Mr. Takeo Iguchi*	N.A.	13.93	36.27	50.20

## Corporate Governance Report (Contd.)

Name of Director	(₹ In Lakhs)			
	Sitting Fees	Salary Including HRA	Perquisites	Total
Mr. Takashi Itoguchi**	N.A.	17.49	21.27	38.76
Ms. Nandini Chopra	11.80	N.A.	N.A.	11.80
Ms. Naho Shigeta	10.20	N.A.	N.A.	10.20
Mr. Nilesh Modi	13.00	N.A.	N.A.	13.00
Mr. Naganath Subramanian Iyer	10.60	N.A.	N.A.	10.60
Mr. Tomoya Okada	11.80	N.A.	N.A.	11.80

\* Resigned with effect from 8<sup>th</sup> August, 2025.

\*\* Appointed with effect from 8<sup>th</sup> August, 2025.

### Executive Directors:

During the year under review, Mr. Takeo Iguchi resigned as a Director in whole-time employment designated as an 'Executive Director' of the Company with effect from 8<sup>th</sup> August, 2025.

As on 31<sup>st</sup> March, 2026, the Company has only one Executive Director apart from Managing Director i.e. Mr. Takashi Itoguchi. The Board approved the appointment of Mr. Takashi Itoguchi, as Director in whole-time employment designated as 'Executive Director' with effect from 8<sup>th</sup> August, 2025 for the period of 3 (three) years and remuneration payable to him during the 3 (three) year term. The aforesaid appointment and remuneration were approved by the Members of the Company by passing special resolution through postal ballot on 16<sup>th</sup> October, 2025. The Executive Director does not have performance-linked incentives as a part of his remuneration. The notice period for Executive Director is 2 (two) months.

### Managing Director

Mr. Satish Veerappa, Managing Director was paid a remuneration of ₹ 209.20 lakhs during the year including long term incentives.

The Company had appointed Mr. Satish Veerappa as Managing Director for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 and payment of remuneration payable to him till 31<sup>st</sup> December, 2024 by way of passing a special resolution through Postal Ballot dated 28<sup>th</sup> March, 2024. Further, the Board of Directors at its meeting held on 12<sup>th</sup> February, 2025, approved the revision of his remuneration with effect from 1<sup>st</sup> 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 27<sup>th</sup> March, 2025.

During the year under review, the remuneration of the Managing Director was further revised by the Board of Directors at its meeting held on 30<sup>th</sup> January, 2026 for the period from 1<sup>st</sup> January, 2026 to 31<sup>st</sup> March, 2027. The said revision was also approved by the Members of the Company through postal ballot by passing a special resolution on 26<sup>th</sup> March, 2026.

The notice period for Managing Director is 3 (three) months.

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

### Senior Management Personnel

The Senior Management comprises the leadership team, consisting of core management members and functional heads. As on 31<sup>st</sup> March, 2026, the following individuals served as senior management personnel of the Company:

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

Note:

- Mr. Takashi Itoguchi, former Corporate Officer Planning, who was part of Senior Management previously, was appointed as an Executive Director w.e.f. 8<sup>th</sup> August, 2025.
- During the year, Mr. Hiroki Tokunaga, Senior Corporate Officer was appointed as Senior management personnel w.e.f. 6<sup>th</sup> October, 2025.

**C. STAKEHOLDERS RELATIONSHIP COMMITTEE:****Meetings, Members and Attendance:**

During the financial year 2025-2026, the Committee held 2 (two) meetings on 6<sup>th</sup> August, 2025 and 30<sup>th</sup> March, 2026.

The details of attendance of Members are as under:

Name of the Member	Category	Status	No of Meetings	
			Held <sup>#</sup>	Attended
Mr. Nilesh Modi	NED(I)	Chairman	2	2
Mr. Takeo Iguchi*	ED	Member	1	1
Mr. Takashi Itoguchi**	ED	Member	1	1
Ms. Naho Shigeta	NED (I)	Member	2	2

<sup>#</sup>Number of meetings held during the tenure of respective members of the Committee.

\*Ceased to be a member of the Committee consequent upon his resignation with effect from 8<sup>th</sup> August, 2025.

\*\* Appointed as a member of the Committee with effect from 8<sup>th</sup> August, 2025.

The Composition of the Stakeholders Relationship Committee is in compliance with the requirements as prescribed under the Act and Listing Regulations.

Mr. Vipul Bhoj, Company Secretary was the Compliance Officer of the Company as on 31<sup>st</sup> March, 2026. The Board has designated the Company Secretary & Compliance Officer to act as Secretary to the Committee.

**Terms of reference:**

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

**Complaints received and redressed by the Company during the financial year 2025-2026:**

During the financial year 2025-26, there was 1 (one) complaint received from the shareholders which was disposed off and there was no complaint outstanding as on 31<sup>st</sup> March, 2026.

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

During the financial Year 2025-26 the Committee held 1 (one) meeting on 31<sup>st</sup> October, 2025.

The details of attendance of Members are as under:

Name of the Member	Category	Status	No of Meetings	
			Held <sup>#</sup>	Attended
Mr. Shriram Dandekar	NED (P)	Chairman	1	1
Mr. Takeo Iguchi*	ED	Member	0	0
Mr. Takashi Itoguchi**	ED	Member	1	1
Mr. Naganath Subramanian Iyer	NED (I)	Member	1	1
Ms. Naho Shigeta	NED (I)	Member	1	1

<sup>#</sup>Number of meetings held during the tenure of respective members of the Committee.

\*Ceased to be a member of the Committee consequent upon his resignation with effect from 8<sup>th</sup> August, 2025.

\*\* Appointed as a member of the Committee with effect from 8<sup>th</sup> August, 2025.

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

The Board has designated the Company Secretary & Compliance Officer to act as Secretary to the Committee.

**Terms of Reference:**

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

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

During the financial year 2025-2026, the Committee held 2 (two) meetings on 23<sup>rd</sup> April, 2025 and 29<sup>th</sup> October, 2025. The details of attendance of Members are given below:

## Corporate Governance Report (Contd.)

Name of the Member	Category	Status	No of Meetings	
			Held <sup>#</sup>	Attended
Mr. Shriram Dandekar	NED(P)	Chairman	2	2
Mr. Tomoya Okada	NED(I)	Member	2	2
Mr. Satish Veerappa	MD	Member	2	2
Ms. Nandini Chopra	NED(I)	Member	2	2
Mr. Takeo Iguchi*	ED	Member	1	1
Mr. Takashi Itoguchi**	ED	Member	1	1

<sup>#</sup>Number of meetings held during the tenure of respective members of the Committee.

\*Ceased to be a member of the Committee consequent upon his resignation with effect from 8<sup>th</sup> August, 2025.

\*\* Appointed as a member of the Committee with effect from 8<sup>th</sup> August, 2025.

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

The Board has designated the Company Secretary & Compliance Officer to act as Secretary to the Committee.

### Terms of reference:

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

- i. Formulation of a detailed risk management policy which shall include:
  - a. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral,

sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

- b. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c. Business Continuity Plan.
- ii. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
  - iii. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
  - iv. Periodical review of the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
  - v. Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
  - vi. Review of appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

### F. INDEPENDENT DIRECTORS MEETING:

In accordance with provisions of the Schedule IV (Code for Independent Directors) of the Act and Listing Regulations, a meeting of the Independent Directors of the Company was held on 30<sup>th</sup> March, 2026, through video conferencing. The meeting was attended by all Independent Directors in absence of Non-Independent Directors and Members of the Management.



#### 4. GENERAL BODY MEETINGS:

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

FINANCIAL YEAR	VENUE	DATE & TIME	DETAILS OF SPECIAL RESOLUTION PASSED
2025-2026	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	8 <sup>th</sup> August, 2025 at 10.00 a.m.	Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non- Executive Director.
2024-2025	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	6 <sup>th</sup> August, 2024 at 11.00 a.m.	Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non- Executive Director.
2023-2024	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	28 <sup>th</sup> July, 2023 at 11.00 a.m.	Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non- Executive Director.

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

During the year 2025-2026, the Company sought the approval of the Members through special resolutions by postal ballot (remote e-voting process only) on two occasions:

- in respect of appointment of Mr. Takashi Itoguchi, as an Executive Director of the Company:

After receiving the approval of the Board of Directors, the notice of the postal ballot dated 8<sup>th</sup> August, 2025, along with the explanatory statement was circulated to the Members on 16<sup>th</sup> September, 2025. Remote e-voting began on 17<sup>th</sup> September, 2025 (9:00 am) and concluded on 16<sup>th</sup> October, 2025 (5:00 pm).

The Company had appointed Mr. J. H. Ranade (FCS No. 4317, C.P. No. 2520) or Mr. S. J. Ranade (ACS No.33416, C.P. No.12520), partners of M/s. JHR & Associates, Practicing Company Secretaries, as scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner. After the last date of receipt of postal ballot responses, the scrutinizer, after due verification, submitted his report on 16<sup>th</sup> October, 2025.

Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, announced the Postal Ballot results, based on the scrutinizer's report on 17<sup>th</sup> October, 2025 in respect of the resolutions mentioned in the postal ballot notice. The result was displayed at the Registered Office of the

Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website. The resolution was passed with the requisite majority.

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

##### Special Resolution 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.

Particulars	No. of Members voted	No. of votes exercised	Percentage of total nos. of votes cast
Votes in Favour	170	7,51,83,456	99.9880
Votes against	21	9,014	0.0120

- in respect of remuneration payable to Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, Mr. Shriram S. Dandekar, Vice Chairman & Non-Executive Director and Mr. Satish Veerappa, Managing Director:

After receiving the approval of the Board of Directors, the notice of the postal ballot dated 30<sup>th</sup> January, 2026 along with the explanatory statement was circulated to the Members on 24<sup>th</sup> February, 2026. Remote e-voting began on 25<sup>th</sup> February, 2026 (9:00 am) and concluded on 26<sup>th</sup> March, 2026 (5:00 pm).

## Corporate Governance Report (Contd.)

The Company had appointed Mr. J. H. Ranade (FCS No. 4317, C.P. No. 2520) or Mr. S. J. Ranade (ACS No.33416, C.P. No.12520), partners of M/s. JHR & Associates, Practicing Company Secretaries, as scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner. After the last date of receipt of postal ballot responses, the scrutinizer, after due verification, submitted his report on 27<sup>th</sup> March, 2026.

Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, announced the Postal Ballot results, based on the scrutinizer's report on 27<sup>th</sup> March, 2026 in respect of the resolutions mentioned in the postal ballot notice. The result was displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website. The resolutions were passed with the requisite majority.

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

### Special Resolution 1

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

Particulars	No. of Members voted	No. of votes exercised	Percentage of total nos. of votes cast
Votes in Favour	90	7,49,52,736	99.9784
Votes against	27	16,156	0.0216

### Special Resolution 2

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

Particulars	No. of Members voted	No. of votes exercised	Percentage of total nos. of votes cast
Votes in Favour	90	7,49,02,736	99.9784
Votes against	27	16,156	0.0216

### Special Resolution 3

Revision in remuneration payable to Mr. Satish Veerappa (DIN:00507955), Managing Director.

Particulars	No. of Members voted	No. of votes exercised	Percentage of total nos. of votes cast
Votes in Favour	91	7,51,53,266	99.9792
Votes against	27	15,626	0.0208

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

## 5. MEANS OF COMMUNICATION

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

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

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

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

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

**6. GENERAL SHAREHOLDER INFORMATION:**

Annual General Meeting (Day, Date, Time)	Thursday, 6 <sup>th</sup> August, 2026, 10.00 am
Mode	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circulars dated Circular No. 14/2020 dated 8 April, 2020, Circular No. 17/2020 dated 13 April, 2020 and subsequent circulars issued in this regard, latest being general circular no. 03/2025 dated 22 <sup>nd</sup> September, 2025, as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.
Financial Year	1 <sup>st</sup> April, 2025 – 31 <sup>st</sup> March, 2026
Date of Book Closure	Friday, 31 <sup>st</sup> July, 2026 to Thursday, 6 <sup>th</sup> August, 2026 (both days inclusive)
Dividend payment date	Within 30 days from the date of declaration at the AGM.
Financial Results	First Quarter Results: by 14 <sup>th</sup> August, 2026 Second Quarter Results: by 14 <sup>th</sup> November, 2026 Third Quarter Results: by 14 <sup>th</sup> February, 2027 Fourth Quarter Results: by 30 <sup>th</sup> May, 2027
Listing on Stock Exchanges	BSE Ltd. (Scrip Code: 523207), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol: KOKUYOCLMN)
International Securities Identification Number (ISIN)	INE760A01029
Corporate Identification Number (CIN)	L24223MH1946PLC005434

Note: The Annual Listing Fees for the year 2026-27 have been paid to BSE & NSE.

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

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

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

**8. SHARE TRANSFER SYSTEM:**

In terms of Regulation 40 (1) of Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Further, SEBI mandated the listed Companies to issue the securities only in dematerialized form while processing the service requests viz. issue of duplicate Securities certificate, claim from unclaimed Suspense

Account, renewal / exchange of Securities certificate, Endorsement, Sub-division / splitting of Securities certificate, Consolidation of Securities certificate / folios, Transmission and Transposition. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders who desire to demat their shares, can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for dematerialization of share.

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

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

## 10. Distribution of Shareholding as on 31<sup>st</sup> March, 2026:

No. of Shares	No. of Shareholders	Percentage	No. of Shares	Percentage
Up to 5000	31986	98.12	11689773	11.65
5001-10000	346	1.06	2570006	2.56
10001-20000	157	0.48	2231476	2.22
20001-30000	40	0.12	954487	0.95
30001-40000	21	0.06	762761	0.76
40001-50000	7	0.02	320482	0.32
50001-100000	21	0.06	1546113	1.54
100001-9999999	19	0.06	5562758	5.54
10000000 & above	1	0.00	74665950	74.44
<b>Total</b>	<b>32598</b>	<b>100.00</b>	<b>100303806</b>	<b>100.00</b>

## 11. Category of Shareholding as per 31<sup>st</sup> March, 2026:

Category of Shareholder	Total No. of Shares	Percentage of Total Shares
Promoter and Promoter Group (A)	75215950	74.99
Public Shareholding (B)		
Nationalised Banks	2125	0.00
Foreign Portfolio Investors (Corporate)	102976	0.10
Investor Education and Protection Fund	705349	0.70
Bodies Corporate	2107654	2.10
Clearing Member	171568	0.17
Individuals	19332891	19.27
Non-Resident (Rep)	926891	0.92
Non – Resident (Non-Rep.)	679011	0.68
Hindu Undivided Family	1002890	1.00
Escrow Account	2500	0.00
Unclaimed Shares	54001	0.05
Total Public Shareholding (B)	25087856	25.01
<b>Total Shareholding = (A) + (B)</b>	<b>100303806</b>	<b>100.00</b>

## 12. Dematerialisation of Shares:

The Company's Equity Shares are held in dematerialized form by National Securities Depository Ltd. (NSDL) and Central Depository Services India Ltd. (CDSL) under ISIN No. INE760A01029. As on 31<sup>st</sup> March, 2026, 99.23% of the total shares of the Company have been dematerialized. The Shareholders holding shares in physical form are requested to dematerialize their shares as the Company's shares are required to be compulsorily traded at the stock exchanges in dematerialized form only. Further, SEBI, has mandated issuance of securities in dematerialized form while processing the service request viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. The shares of the Company are regularly traded at the National Stock Exchange of India Limited and the BSE Limited.

**13. Unclaimed Suspense Account:**

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

Particulars		No. of shareholders	No. of Equity Shares
Opening Balance	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on 1 <sup>st</sup> April, 2025.	30	54001
Add	No. of Shareholders whose shares got transferred during the year and No. of shares transferred	-	-
Less	Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	-	-
Less	Number of shareholders whose shares got transferred from suspense account to IEPF during the year	-	-
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the suspense account as on 31 <sup>st</sup> March, 2026	30	54001

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

**14. SUBSIDIARY COMPANY:**

The Company does not have any Subsidiary Company.

**15. Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:**

The Company has not issued any debt instruments and does not have any fixed deposit program or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31<sup>st</sup> March, 2026. The ratings given by CRISIL for short-term borrowings and long-term borrowings of the Company are A1 and A+/Stable respectively. There was no revision in the said ratings during the year under review.

**16. Plant Locations:**

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

**17. Address for correspondence:**

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

## 18. Secretarial Department:

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

<b>Name of the Compliance officer</b>	: Mr. Vipul Bhoy (upto 29 <sup>th</sup> May, 2026)
<b>Designation</b>	: Company Secretary & Compliance Officer
<b>Telephone</b>	: 022- 6655 7000
<b>Fax No.</b>	: 022- 2836 6579
<b>Email</b>	: <a href="mailto:investorrelations@kokuyocamlin.com">investorrelations@kokuyocamlin.com</a> .

## 19. DISCLOSURES:

### i. Strictures and Penalties:

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

### ii. Compliance with Accounting Standards:

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

### iii. MD / CFO Certification:

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

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

The Company has adequate internal control procedures commensurate with its size and nature of business. The Company has appointed Internal Auditors who audit the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements. The Audit Committee of the Board of Directors periodically reviews the

audit plans, internal audit reports and adequacy of internal controls and risk management.

The Company has a process in place to continuously monitor the existing controls and identify gaps, if any, and implement new and /or improved controls wherever the effect of such gaps would have a material effect on the Company's operation.

### v. Related Party Transactions:

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

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

There were no instances during the financial year 2025-26, wherein the Board had not accepted recommendations made by any Committee of the Board.

### vii. Risk Management:

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

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



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

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

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

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

**ix. Secretarial Compliance Report**

The Company has obtained a certificate pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 read with Regulation 24 (A) of the Listing Regulations from Mr. J. H. Ranade (CP no.2520), Partner of M/s. JHR & Associates, Practicing Company Secretaries and Secretarial Auditor of the Company for FY 2025-26. There are no adverse remarks of the Auditors in the Secretarial Compliance Report issued by them for the financial year 2025-26 except certain observation which is self explanatory.

**x. Certificate from Practicing Company Secretary**

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

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

Total fees of ₹ 67.21 Lakhs during the financial year 2025-26, for all the services was paid by the Company, to the Statutory Auditor and all entities in the network firm/ network entity of which the Statutory Auditor is a part.

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

a)	Number of complaints pending at the beginning of the financial year 2025-2026	:	Nil
b)	Number of complaints filed during the financial year 2025-2026	:	Nil
c)	Number of complaints disposed off during the financial year 2025-2026	:	Nil
d)	Number of complaints pending as at end of the financial year 2025-2026.	:	Nil

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

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

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

The Corporate Governance Report of the Company for the year ended 31<sup>st</sup> March, 2026 is in compliance with the requirements of Corporate Governance under Listing Regulations.

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

- **Non-Executive Chairman's Office:**  
The Non-Executive Chairman of the Company is entitled to maintain his office at the expenses of the Company and reimbursement of expenses incurred in performance of his duties.
- **Women Independent Director:**  
The Company has 2 (two) women Independent Directors on the Board, as on 31<sup>st</sup> March, 2026.
- **Shareholders Rights:**  
Extract of the Quarterly, Half Yearly and Annual Financial Results of the Company are published in the Newspaper and are also posted on Company's website <https://www.kokuyocamlin.com/quarterly-results>. The complete Annual Report is sent to each and every Shareholder of the Company.
- **Modified opinion in Auditors Report**  
The Auditors report for the financial year 2025-26 is a report with modified opinion which belongs to the financial statements for the year ended 31<sup>st</sup> March, 2025. The management response to the modified opinion is provided along with the submission of financial results.
- **Separate posts of Chairperson and Managing Director:**  
The Chairman of the Board is a Non-Executive Director. The Company has also appointed Managing Director. These two are separate positions and the Chairperson is not related to Managing Director.
- **Reporting of Internal Auditor:**  
The Internal Auditor of the Company has direct access to the Audit Committee.
- **Independent Directors meeting:**  
The Independent Directors of the Company met once during the financial year under review on 30<sup>th</sup> March, 2026, without the presence of non-independent Directors and the members of the management. All the Independent Directors were present at the meeting.
- **Risk Management:**  
The Company has constituted the Risk Management Committee with composition, roles and responsibilities specified in regulation 21.

**For & on behalf of the Board**

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

Place: Mumbai  
Dated: 15<sup>th</sup> May, 2026



## COMPLIANCE WITH CODE OF BUSINESS CONDUCT

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2026.

**For Kokuyo Camlin Limited**

Place : Mumbai  
Date : 15<sup>th</sup> May, 2026

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

### CERTIFICATE

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

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

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

1. We have reviewed the Balance Sheet as at 31<sup>st</sup> March, 2026, Profit & Loss Account for the year ended on that date along with all its schedules, notes to accounts as well as cash flow statement for the year and based on our knowledge and information confirm that:
  - a. these statements do not contain any materially untrue statement or omit to state any material fact or contain statements that may be misleading;
  - b. these statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. Based on our knowledge and information, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We, along with the Company's other certifying officers accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which, we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We, along with the Company's other certifying officers, have indicated to the Auditors and the Audit Committee of the Company, the following:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having significant role in the Company's internal Control System over financial reporting.

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

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

Place: Mumbai  
Date: 15<sup>th</sup> May, 2026

## **CERTIFICATE FROM PRACTICING COMPANY SECRETARIES REGARDING**

### **Non-Disqualification of Directors**

Based on our verification of the records maintained by Kokuyo Camlin Limited CIN- L24223MH1946PLC005434 (hereinafter called 'the Company') including declarations / notices received from its Directors and also information / record available on the website(s) of the Ministry of Corporate Affairs, Securities and Exchange Board of India and Stock Exchanges where the equity shares of the Company are listed, we hereby certify that, during the Financial year 2025-26, none of the Directors on the Board of the Company were debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

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

**For JHR & Associates**  
Company Secretaries

**J. H. Ranade**  
Partner

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

Place : Thane  
Date : 15<sup>th</sup> May, 2026  
UDIN : F004317H000326531

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

The Members of **KOKUYO CAMLIN LIMITED**

We have examined the compliance of conditions of Corporate Governance by Kokuyo Camlin Limited - CIN: L24223MH1946PLC005434 ('the Company') for the year ended on 31<sup>st</sup> March, 2026 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreements of the said Company with Stock Exchanges ('the Regulations').

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

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

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

**For JHR & Associates**  
Company Secretaries

**J. H. Ranade**  
Partner

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

Place : Thane  
Date : 15<sup>th</sup> May, 2026  
UDIN : F004317H000326562



# Business Responsibility and Sustainability Report

(The Company was not falling under top 1000 listed entities based on the market capitalisation as on 31<sup>st</sup> December, 2025)

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L24223MH1946PLC005434
2	Name of the Listed Entity	Kokuyo Camlin Limited
3	Year of incorporation	1946
4	Registered office address	48/2, Hilton House, Central Road, MIDC, Andheri East, Mumbai - 400093
5	Corporate address	48/2, Hilton House, Central Road, MIDC, Andheri East, Mumbai - 400093
6	E-mail	<a href="mailto:corporate@kokuyocamlin.com">corporate@kokuyocamlin.com</a>
7	Telephone	022 66557000
8	Website	<a href="http://www.kokuyocamlin.com">www.kokuyocamlin.com</a>
9	Financial year for which reporting is being done	1 <sup>st</sup> April, 2025 to 31 <sup>st</sup> March, 2026
10	Name of the Stock Exchange(s) where shares are listed	i) The BSE Ltd. ii) The National Stock Exchange of India Ltd.
11	Paid-up Capital	₹ 10,03,03,806/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Vipul Bhoy, Company Secretary & Compliance Officer, Telephone - 022 66557000, email- <a href="mailto:corporate@kokuyocamlin.com">corporate@kokuyocamlin.com</a>
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which of its consolidated financial statements, taken together).	Standalone basis
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

### II. Products/services

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

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

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

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

### III. Operations

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

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

#### 19. Markets served by the entity.

##### a. Number of locations

Locations	Number
National (No. of States)	Pan India
International (No. of Countries)	26

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

**2.97%**

##### c. A brief on types of customers

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

### IV. Employees

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

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

S. No.	Particulars	Total		Female	
		No. (A)	No. (B)	No.(C)	%(C/A)
<b>EMPLOYEES</b>					
1	Permanent (D)	924	862	62	7%
2	Other than Permanent (E)	140	134	6	4%
<b>3</b>	<b>Total employees (D+E)</b>	<b>1064</b>	<b>996</b>	<b>68</b>	<b>6%</b>
<b>WORKERS</b>					
4	Permanent(F)	97	93	4	4%
5	Other than Permanent (G)	0	0	0	0%
<b>6</b>	<b>Total workers (F+G)</b>	<b>97</b>	<b>93</b>	<b>4</b>	<b>4%</b>



Business Responsibility and Sustainability Report (Contd.)

**b. Differently abled Employees and workers:**

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

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

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

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

	FY 2025-26			FY 2024-25			FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employee	27.26%	18.60%	26.11%	24.30%	23.30%	24.20%	29.40%	6.90%	28.50%
Permanent Workers	4.02%	6.15%	5.74%	11.10%	15.40%	12.20%	6.50%	0.00%	6.10%

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

**23.**

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

**VI. CSR Details**

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

**(ii) Turnover (In ₹): ₹ 80596.81 lakhs**

**(iii) Net worth (in ₹): ₹ 32197.77 lakhs**

## VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at closure of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at closure of the year	Remarks
Communities	Yes <a href="https://www.kokuyocamlin.com/contact-us">https://www.kokuyocamlin.com/contact-us</a>	-	-	-	-	-	-
Investors (Other than shareholders)	NA	-	-	-	-	-	-
Shareholders	Yes. <a href="https://www.kokuyocamlin.com/company-info">https://www.kokuyocamlin.com/company-info</a>	1	0	-	0	0	-
Employees and workers	Yes. <a href="https://www.kokuyocamlin.com/camel/gallery/uploads/company_policies/company_policies-2014-236.pdf">https://www.kokuyocamlin.com/camel/gallery/uploads/company_policies/company_policies-2014-236.pdf</a>	0	0	-	1	0	-
Customers	Yes. <a href="https://www.kokuyocamlin.com/contact-us">https://www.kokuyocamlin.com/contact-us</a>	100	1	-	132	1	-
Value Chain Partners	Yes. The Company has provided option on its website and its inhouse application viz. Vendor Sampark to raise their concerns, if any. <a href="https://www.kokuyocamlin.com/contact-us">https://www.kokuyocamlin.com/contact-us</a>	0	0	-	0	0	-



## Business Responsibility and Sustainability Report (Contd.)

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

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

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

## SECTION B : MANAGEMENT AND PROCESS DISCLOSURES

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

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

### Governance, leadership and oversight

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

The Company has embedded the ESG framework into its core culture and operations. It has established a dedicated policy on Environmental, Social, and Governance (ESG) matters, titled Quality, Environment, Health and Safety (QEHS). This policy is designed to support the development of a sustainable, long-term business while minimizing the environmental impact of operations. At the same time, the Company remains committed to serving society by providing safe, environmentally friendly, and high-quality products. The Company places strong emphasis on the health and safety of its employees and all stakeholders. It firmly believes that robust governance is a prerequisite for achieving sustainable growth. Accordingly, the Company is committed to upholding high standards of values and ethical business conduct, not only in letter but also in spirit.

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

Mr. Satish Veerappa, Managing Director



Business Responsibility and Sustainability Report (Contd.)

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

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

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

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

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

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

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

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

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

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

#### Essential Indicators

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

Segment	Total number of training and awareness programmes held	Topics / Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	1	During the year, the Board dedicated considerable time to deliberations on a range of matters, including business performance, regulatory developments, macroeconomic conditions, and environmental, social, and governance (ESG) parameters.	100%
Key Managerial Personnel	1	POSH, COC, Awareness Training on Legal Compliance, Daily Management	100%
Employees other than BOD and KMPs	9	System - Operation Excellence, Employee Orientation - GMC, GPA and WC, BIS & Legal Metrology, Excel Training, Reducing Unsafe Behavior	100%
Workers	2	POSH, COC, Employee Orientation - GMC, GPA and WC, Safety Training	100%

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

#### Monetary

	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	1	The Office of Commissioner of GST & Central Excise (Appeals -II), Mumbai, Maharashtra	8,13,02,629/-	The Company has received a rejection order from the Commissioner (Appeals) vide Order-in-Appeal No. 319 dated 22.08.2025, in respect of the appeal filed against the demand raised by the Joint Commissioner, CGST & Central Excise, Mumbai East, vide Order-in-Original No. ME/JC/MAJ/165/24-25 dated 30.09.2024, under Section 73 of the CGST Act, 2017, wherein GST credit of ₹4,35,36,142/- was disallowed, along with interest under Section 50 and penalty of ₹3,77,66,487/- under Section 122(2)(b) of the CGST Act.”	Yes



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	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
	1	The Office of DS Income Tax, assessment unit, Income Tax Department, National faceless unit, India	1,62,96,90,500/-	The Company has received an assessment order dated March 20, 2026, passed under Section 147 of the Income Tax Act, 1961, for Assessment Year 2018–19, wherein the Income Tax Department has alleged discrepancies in balances of certain trade creditors and treated the same as unexplained liabilities, thereby making additions to income and taxing such amounts under Section 115BBE of the Act. Further, the order also involves re-computation of book profits under Section 115JB (MAT), which, in the Company's view, is not in accordance with the applicable provisions of law. Pursuant to the said order, a demand of ₹1,62,96,90,500 (including interest) has been raised on the Company.	Yes
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-

	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-
Punishment	-	-	-	-

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

Case details	Name of the regulatory/ enforcement agencies/ judicial institutions
The Company has received a rejection order from the Commissioner (Appeals) vide Order-in-Appeal No. 319 dated 22.08.2025, in respect of the appeal filed against the demand raised by the Joint Commissioner, CGST & Central Excise, Mumbai East, vide Order-in-Original No. ME/JC/MAJ/165/24-25 dated 30.09.2024, under Section 73 of the CGST Act, 2017, wherein GST credit of ₹4,35,36,142/- was disallowed, along with interest under Section 50 and penalty of ₹3,77,66,487/- under Section 122(2)(b) of the CGST Act." The Company will file the appeal in GST Tribunal. The dispute remains under adjudication, pending appeal filing with GST Tribunal. Since, the Tribunal is formed in January, 2026 deadline for filing an appeal is extended till June, 2026.	the Office of Commissioner of GST & Central Excise (Appeals -II), Mumbai, Maharashtra
A reassessment order dated March 20, 2026 was received for Assessment Year 2018–19, raising a demand of ₹ 162.97 crore. Pursuant to a rectification application filed by the Company and continuous follow-up with the jurisdictional authorities, a rectification order dated March 30, 2026 was passed, substantially modifying the reassessment order. Consequently, the demand has been significantly reduced from ₹ 162.97 crore to ₹ 34.05 crore (including interest). This rectification order effectively modifies the original assessment order dated April 16, 2021 passed under Section 143(3), wherein the demand was ₹ 20.26 crore (including interest). the Company has filed an additional appeal against the differential demand on April 7, 2026.	Commissioner of Income-tax (Appeals)

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

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

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

	FY 2025-26	FY 2024-25
Directors	Nil	Nil
KMPs		
Employees		
Workers		

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

	FY 2025-26		FY 2024-25	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

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

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

	FY 2025-26	FY 2024-25
Number of days of accounts payable	45	39

**9. Open-ness of business**

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

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	34%	37%
	b. Number of trading houses where purchases are made from	42	40
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	65%	66%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	84%	87%
	b. Number of dealers / distributors to whom sales are made	2951	2628
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	9.78%	9.85%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.26%	0.11%
	b. Sales (Sales to related parties / Total Sales)	1.07%	1.18%
	c. Loans & advances (Loans & advances given to related parties / Total Loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	-	-

## PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

**Essential Indicators**

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

	FY 2025-26 (₹ in lakhs)	FY 2024-25 (₹ in lakhs)	Details of improvements in environmental and social impacts
R&D	636.10	554.33	Most of our products are used by children/students. Our R&D efforts are dedicated to make the products user friendly, safe and non-toxic.
Capex	-	-	-

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

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

**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.**

**Essential Indicators**

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

**% of employees covered by**

Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male	862	862	100%	862	100%	0	0%	0	0%	0	0%
Female	62	62	100%	62	100%	62	100%	0	0%	62	100%
<b>Total</b>	<b>924</b>	<b>924</b>	<b>100%</b>	<b>924</b>	<b>100%</b>	<b>62</b>	<b>7%</b>	<b>0</b>	<b>0%</b>	<b>62</b>	<b>7%</b>
<b>Other than Permanent employees</b>											
Male	134	134	100%	134	100%	0	0%	0	0%	0	0%
Female	6	6	100%	6	100%	6	100%	0	0%	6	100%
<b>Total</b>	<b>140</b>	<b>140</b>	<b>100%</b>	<b>140</b>	<b>100%</b>	<b>6</b>	<b>4%</b>	<b>0</b>	<b>0%</b>	<b>6</b>	<b>4%</b>

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

**% of workers covered by**

Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent workers</b>											
Male	93	93	100%	93	100%	0	0%	0	0%	0	0%
Female	4	4	100%	4	100%	4	100%	0	0%	4	100%
<b>Total</b>	<b>97</b>	<b>97</b>	<b>100%</b>	<b>97</b>	<b>100%</b>	<b>4</b>	<b>4%</b>	<b>0</b>	<b>0%</b>	<b>4</b>	<b>4%</b>
<b>Other than Permanent workers</b>											
Male	0	0	0%	0	0%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

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

	<b>FY 2025-26</b>	<b>FY 2024-25</b>
Cost incurred on well-being measures as a % of total revenue of the Company	0.14%	0.15%

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

Benefit	FY 2025-26			FY 2024-25		
	No. of employers covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employers covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	99.40%	100.00%	Y	99.43%	100.00%	Y
Gratuity	100.00%	100.00%	Y	100%	100.00%	Y
ESI	26%	12.37%	Y	29%	67%	Y
Others - Please specify	0%	0%	0	0%	0%	0

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

**3. Accessibility of workplaces**

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

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

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

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

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

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

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

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

Category	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category	No. of employees/ workers in respective category, who are part of association(s) or Union	% (B/A)	Total employees / workers in respective category	No. of employees / workers in respective category, who are part of association(s) or Union	% (D/C)
	(A)	(B)		(C)	(D)	
<b>Total Permanent Employees</b>	<b>924</b>	<b>0</b>	<b>0%</b>	<b>963</b>	<b>0</b>	<b>0%</b>
Male	862	0	0%	905	58	0%
Female	62	0	0%	58	0	0%
<b>Total Permanent Workers</b>	<b>97</b>	<b>97</b>	<b>100%</b>	<b>111</b>	<b>111</b>	<b>100%</b>
Male	93	93	100%	105	105	100%
Female	4	4	100%	6	6	100%

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

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		on Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
<b>Employees</b>										
Male	996	996	100%	996	100%	993	993	100%	993	100%
Female	68	68	100%	68	100%	61	61	100%	61	100%
<b>Total</b>	<b>1064</b>	<b>1064</b>	<b>100%</b>	<b>1064</b>	<b>100%</b>	<b>1054</b>	<b>1054</b>	<b>100%</b>	<b>1054</b>	<b>100%</b>
<b>Workers</b>										
Male	93	93	100%	93	100%	105	105	100%	105	100%
Female	4	4	100%	4	100%	6	6	100%	6	100%
<b>Total</b>	<b>97</b>	<b>97</b>	<b>100%</b>	<b>97</b>	<b>100%</b>	<b>111</b>	<b>111</b>	<b>100%</b>	<b>111</b>	<b>100%</b>

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

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B/A)	Total (C)	No.(D)	% (D/C)
<b>Employees</b>						
Male	996	996	100%	993	993	100%
Female	68	68	100%	61	61	100%
<b>Total</b>	<b>1064</b>	<b>1064</b>	<b>100%</b>	<b>1054</b>	<b>1054</b>	<b>100%</b>
<b>Workers</b>						
Male	93	93	100%	105	105	100%
Female	4	4	100%	6	6	100%
<b>Total</b>	<b>97</b>	<b>97</b>	<b>100%</b>	<b>111</b>	<b>111</b>	<b>100%</b>



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

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

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

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

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

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

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

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

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

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

Safety Incident/Number	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

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

The Company has integrated Safety, Health & Environment policy. The data associated with key lead and lag measures are captured through various predefined reports and log sheets to track the performance. For data analysis, tools like trends analysis, Root Cause Analysis and comparative performance analysis are used to assess current performance and the improvements required.

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

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remark
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

**14. Assessments for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100 % (KCL is committed to its Zero Harm to life. ISO 9001, 14001 & 45001:2018 Certification
working conditions	Audits conducted at each site annually to evaluate Health, Safety and Environment Management system in the organization.)

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

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

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.****Essential Indicators****1. Describe the processes for identifying key stakeholder groups of the entity.**

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

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

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

## PRINCIPLE 5 : Businesses should respect and promote human rights.

### Essential Indicators

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

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	924	924	100%	963	963	100%
Other than permanent	140	140	100%	91	91	100%
<b>Total Employees</b>	<b>1064</b>	<b>1064</b>	<b>100%</b>	<b>1054</b>	<b>1054</b>	<b>100%</b>
<b>Workers</b>						
Permanent	97	97	100%	111	111	100%
Other than permanent	0	0	0%	0	0	0%
<b>Total Workers</b>	<b>97</b>	<b>97</b>	<b>100%</b>	<b>111</b>	<b>111</b>	<b>100%</b>

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

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wages		Total (D)	Equal to Minimum Wage		More than Minimum Wages	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No.(F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	862	0	0%	862	100%	905	0	0%	905	100%
Female	62	0	0%	62	100%	58	0	0%	58	100%
<b>Other than Permanent</b>										
Male	134	0	0%	134	100%	88	0	0%	88	100%
Female	6	0	0%	6	100%	3	0	0%	3	100%
<b>Workers</b>										
<b>Permanent</b>										
Male	93	0	0%	93	100%	105	0	0%	105	100%
Female	4	0	0%	4	100%	6	0	0%	6	100%
<b>Other than Permanent</b>										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%



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

**a. Median remuneration/wages:**

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category (₹ In Lakhs)	Number	Median remuneration/ salary/wages of respective category (₹ In Lakhs)
Board of Directors (BOD) (Whole time Directors)	3	38.76*	0	NA
Key Management Personnel (excluding KMP already covered under Board of Directors)	2	7.49^	0	NA
Employees other than BOD and KMP	992	3.50	68	5.86
Workers	93	4.05	4	5.24

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

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

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

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	6.4%	6.16%

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

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

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

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

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

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

Business Responsibility and Sustainability Report (Contd.)

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

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0%	0%
Complaints on POSH upheld	0	0

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

The Company has Whistle Blower policy at place.

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

No

**10. Assessments for the year**

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

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

Not Applicable

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.****Essential Indicators****1. Details of total energy consumption (in Joules or Multiples) and energy intensity, in the following format**

Parameter	FY 2025-26	FY 2024-25
<b>From renewable sources</b>		
Total electricity consumption (A)	8603.42	7614.56
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>8603.42</b>	<b>7614.56</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	16746.14	11812.56
Total fuel consumption (E)	4446.76	4578.37
Energy consumption through other sources (F)	-	-
<b>Total energy consumption from non-renewable sources (D+E+F)</b>	<b>21192.89</b>	<b>16390.93</b>
<b>Total energy consumed (A+B+C+ D+E+F)</b>	<b>29796.32</b>	<b>24005.49</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)	<b>0.37 GJ / ₹ lakhs</b>	<b>0.31 GJ / ₹ lakhs</b>
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)*	<b>7.55 GJ / \$ lakhs</b>	<b>6.43 GJ / \$ lakhs</b>
<b>Energy Intensity in terms of physical output</b>	<b>4.21 GJ / tonne</b>	<b>3.58 GJ / tonne</b>

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2024 by the World Bank for India which is 20.42.

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

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

Parameter	FY 2025-26	FY 2024-25
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	74486	55700
(ii) Groundwater	0	0
(iii) Third party water	56288	60080
(iv) Seawater / desalinated water	0	0
(v) Other	0	0
<b>Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)</b>	<b>130774</b>	<b>115780</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>130774</b>	<b>115780</b>
<b>Water Intensity per rupee of turnover</b> (Total Water consumption / Revenue from operations)	<b>1.62 kilolitres / ₹ lakhs</b>	<b>1.52 kilolitres / ₹ lakhs</b>
<b>Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Water consumption / Revenue from operations adjusted for PPP)	<b>33.13 kilolitres / \$ lakhs</b>	<b>31.00 kilolitres / \$ lakhs</b>
<b>Water Intensity in terms of physical output</b>	<b>19.50 Kilolitres / tonne</b>	<b>17.26 Kilolitres / tonne</b>

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

Business Responsibility and Sustainability Report (Contd.)

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

Parameter	FY 2025-26	FY 2024-25
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
i. To Surface water		
- No treatment	NA	NA
- With treatment – please specify level of treatment	29920	26400
ii. To Groundwater		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iii. To Seawater		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
iv. Sent to third-parties		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
v. Others		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
<b>- Total water discharged (in kilolitres)</b>	<b>29920</b>	<b>26400</b>

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

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.** No. All the waste water is collected and treated in STP/ETPs and all the parameters are maintained as defined by State Pollution Control Board.

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

Parameter	Please specify unit for FY 2024-25	FY 2025-26	FY 2024-25*
Nox	≤80 µg/m3	44.12	15.07
Sox	≤80 µg/m3	36.31	11.01
Particulate matter (PM)	≤100 µg/m3	36.19	52.16
Persistent organic Pollutants (POP)	---	NA	NA
Volatile organic compounds (VOC)	---	NA	NA
Hazardous air pollutants (HAP)	---	NA	NA
Others - please specify	---	NA	NA

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



Business Responsibility and Sustainability Report (Contd.)

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

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	212.32	306.24
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	4065.50	2985.95
<b>Total Scope 1 and Scope 2 emissions</b>	Metric tonnes of CO <sub>2</sub> equivalent	<b>4277.82</b>	<b>3292.19</b>
<b>Total Scope 1 and Scope 2 emissions intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO <sub>2</sub> equivalent	<b>0.05 / ₹ lakhs</b>	<b>0.04 / ₹ lakhs</b>
<b>Total Scope 1 and Scope 2 emissions intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of CO <sub>2</sub> equivalent	<b>1.08 / \$ lakhs</b>	<b>0.89 / \$ lakhs</b>
<b>Total Scope 1 and Scope 2 emissions Intensity in terms of physical output</b>	Metric tonnes of CO <sub>2</sub> equivalent	<b>0.60 / tonne</b>	<b>0.49 / tonne</b>

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

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details. No.

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

Parameter	FY 2025-26	FY 2024-25
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	203.37	160.47
E-waste (B)	53.7	43.7
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any (G)	2.155	0.559
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	425.27	324.2
<b>Total (A+B+C+D+E+F+G+H)</b>	<b>684.49</b>	<b>528.93</b>
<b>Waste intensity per rupee of turnover</b> (Total Waste generated / Revenue from operations)	<b>0.008 MT / ₹ lakhs</b>	<b>0.007 MT / ₹ lakhs</b>
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Waste generated / Revenue from operations adjusted for PPP)	<b>0.17 MT / \$ lakhs</b>	<b>0.14 MT / \$ lakhs</b>
<b>Waste intensity in terms of physical output</b>	<b>0.10 MT / tonne</b>	<b>0.08 MT / tonne</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycles	0	0
(ii) Re-used	53.7	43.7
(iii) Other recovery operations	0	0
<b>Total</b>	<b>53.7</b>	<b>43.7</b>

Business Responsibility and Sustainability Report (Contd.)

Parameter	FY 2025-26	FY 2024-25
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	2,155	0,559
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
<b>Total</b>	<b>2,155</b>	<b>0,559</b>

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

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

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

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

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

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

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

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

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

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy should do so in a manner that is responsible and transparent.****Essential Indicators****1. a. Number of affiliations with trade and industry chambers/associations.**

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

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

S No.	Name of the trade and industry chambers/association	Reach of trade and industry chambers/associations (State/National)
1	Art and Creative Material Institute Inc.	International
2	Honorary Consular Corps Diplomatique-India	International
3	Federation of Indian Chamber of Commerce & Industries (FICCI)	National
4	Indian Merchants' Chambers (IMC)	National
5	Indian Institute of Packaging	National
6	Bureau of Indian Standards	National
7	Tarapur Industrial Manufacturer Association (TIMA)	National

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities. – Not Applicable****PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.****Essential Indicators****1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

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

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format.**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

**3. Describe the mechanisms to receive and redress grievances of the community.**

The Company is responding to any complaint / grievance / suggestion received from the local community where operative and as a responsible corporate citizen, endeavours to act upon it in the best interest of the Company and the Community. The contact details are available on the Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com).

Business Responsibility and Sustainability Report (Contd.)

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.**

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/small producers	19%	14%
Sourced directly from within India	91%	95%

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:**

Location	FY 2025-26	FY 2024-25
Rural	10.25%	9.74%
Semi – Urban	16.30%	14.88%
Urban	39.59%	41.19%
Metropolitan	33.87%	34.19%

(Place to be categorized as per RBI Classification system – rural/semi-urban/urban/metropolitan)

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner.**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company believes that the customers are the key source of inputs on product quality & services. To facilitate customer interactions, the Company has dedicated Customer Support Desk. Customer contact mechanism is mentioned on all our packs, customers can register their queries, grievances, suggestions on telephone or e-mail. The Company also has a well-established protocol to address all the queries / suggestions /grievances received from customers. Customer queries /complaints are immediately addressed by quality team through personal visits or telecom. Customer Support Desk coordinates with all stakeholders for timely resolution of customer feedback. In-case of complaints, once the initial analysis is done, Quality team further investigates the complaints. Root cause analysis and corrective / preventive actions are taken. Complaint Sample/ feedback is shared with shop floor team to sensitize on the nature of complaint and avoid reoccurrence. In case of genuine complaints, timely product replacements are provided to customers to ensure customer confidence and trust.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about.**

Environmental and social parameters relevant to the product	Products of the Company carry all the essential information required under applicable laws, rules and regulations. Company's products carry various certification marks e.g. i) CE which is European Union standard or affirmation on safety, health and environmental protection standards ii) ISI mark which is standards compliance marks certifying that the product conforms to an Indian Standards developed by Bureau of Indian Standards (BIS). Further all products with plastic packaging carries plastic recycle marks.
safe and responsible usage	
Recycling and/or safe disposal	

**3. Number of consumer complaints in respect of the following.**

	FY 2025-26		Remarks	FY 2024-25		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	100	1	-	132	1	-

**4. Details of instances of product recalls on account of safety issues.**

	Number	Reasons for recall
Voluntary recalls	0	No Voluntary product recalls initiated for the reason of safety issues
Forced recalls	0	No forced recalls done for the reason of safety issues

- 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:** No.
- 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.** Not applicable.
- 7. Provide the following information relating to data breaches:**
- Number of instances of data breaches:** Nil.
  - Percentage of data breaches involving personally identifiable information of customers:** Not Applicable.
  - Impact, if any, of the data breaches:** Not Applicable.

# Independent Auditor's Report

## To the Members of Kokuyo Camlin Limited

### Report on the Audit of the Financial Statements

#### Qualified Opinion

We have audited the accompanying financial statements of Kokuyo Camlin Limited (the "Company") which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Qualified Opinion

We draw attention to Note 43 to the financial statements of the Company for the year ended 31 March 2026 with respect to loss of ₹ 2,356.81 lakhs recognised in the year ended 31 March 2025 representing shortage of physical inventory as ₹ 1,032.44 lakhs in cost of material consumed (including indirect taxes ₹ 212.52 lakhs) and ₹ 1,324.37 lakhs in changes in inventories. Management had not identified the possible impact of this shortage on the prior period's financial information, if any. As a result, no adjustment was made to the comparative

information resulting in a departure from the recognition and measurement principles of Ind AS 8. Our audit opinion on the financial statements for the year ended 31 March, 2025 was modified accordingly. Our opinion on the current year's financial statements is also modified because of the possible effect of this matter on the comparability of the current year's figures and the corresponding figures.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section, we have determined matters described below to be the key audit matters to be communicated in our report.

#### Revenue from Contract with Customers - Timing and Discounts, Incentives and Rebates

See Note 2(d), 22 and 38 to the financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue from the sale of goods is recognised when the control of the goods has passed to the customers, which is on dispatch/delivery of the goods. There is a risk of overstatement of revenue throughout the year and as at the year end to achieve performance targets.</p> <p>Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales. The estimation of discounts, incentives and rebates is significant and considered to be complex. There is a risk that revenue may be overstated through incorrect estimation of the discounts, incentives and rebates recognised to achieve performance targets throughout the year and as at the year end.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>We have assessed the Company's accounting policies with respect to revenue recognition, discounts, incentives and rebates by comparing with applicable accounting standards.</li> <li>We have assessed the design and implementation and tested the operating effectiveness of the Company's internal controls over recording revenue and estimating and recording the amount of accrual for schemes and discounts.</li> </ul>



## Independent Auditor's Report (Contd.)

The key audit matter	How the matter was addressed in our audit
Accordingly, revenue recognition including discounts, incentives and rebates is a key audit matter.	<ul style="list-style-type: none"> <li>• We have tested, by selecting statistical samples, underlying documentation/records for sales transactions recorded throughout the year and as at year end to determine whether revenue has been recognised in the correct period.</li> <li>• We have tested, by selecting statistical samples, the underlying documentation for discounts, incentives and rebates recorded and disbursed during the year.</li> <li>• We have assessed the Company's computations for accrual of discounts, incentives and rebates, on a sample basis, and compared the accruals made with the approved schemes and underlying documents.</li> <li>• We have compared past trends of payments and reversals of provisions for discounts, incentives and rebates to evaluate the historical accuracy of provisions made.</li> <li>• We have assessed manual journals posted to revenue to identify unusual or irregular items.</li> </ul>

### Determination of existence and net realisable value of inventory

See Notes 2(n) and 8 to the financial statements

The key audit matter	How the matter was addressed in our audit
<p>Inventories represent 35.85% of total assets of the Company as at March 31, 2026. Such inventories are held across various factories, warehouses and third party locations as at the reporting date. Considering the number of locations and the level of inventory held across these locations, as well as discrepancies pertaining to inventory identified by management during the year, the risk of existence of such inventory is a significant area of audit importance.</p> <p>Further, the inventory valuation also requires management estimates towards write-down of inventory items to its net realizable value (wherever applicable) and estimate is required to assess net realizable value for slow moving or non-moving inventory including obsolescence risk.</p> <p>Considering the relative significance of the Inventory to the Financial statements, we have considered the existence of Inventory and net realizable value of slow / non-moving inventory and obsolescence as key audit matter.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>• We have assessed the Company's policies for inventory measurement and physical verification of inventory.</li> <li>• We have assessed the design and implementation and tested the operating effectiveness of the Company's controls over the assessment and recording of inventory count process and estimating net realisable value of inventory.</li> <li>• We observed the inventory count process as at the year end at factories, job-workers and selected depots on a sample basis, inspected the results of the inventory count and assessed the variances from books of account including accounting of such variances.</li> <li>• We obtained independent confirmations for inventory lying with third parties.</li> <li>• We assessed the adjustments to bring down the cost of inventory items to their net realisable value at the reporting date is appropriate by assessing the methodology and assumptions adopted by management in this regard including the related adjustments by testing a sample of inventory items as at the reporting date.</li> <li>• We have compared the historical trend of Company's estimates against actual outcomes to assess the impact of bringing down the cost of inventory items to their net realisable value.</li> </ul>

## Independent Auditor's Report (Contd.)

### Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

### Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.



## Independent Auditor's Report (Contd.)

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books except for the matter described in the Basis for Qualified Opinion paragraph and the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors from 6 April 2026 to 17 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above, in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014

Independent Auditor's Report (Contd.)

- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its financial statements - Refer Notes 21, 28 and 29 to the financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d (i) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 41 a to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 41 b to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. As stated in Note 13 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
- In respect of the accounting software used for maintaining general ledger, the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
- Further, based on our examination, for the accounting software used for maintaining the books of account relating to payroll, which is operated by a third-party software service provider, in the absence of independent auditor's report in relation to controls at service organisations, we are unable to comment whether the said software has the feature of recording audit trail (edit log) facility or whether



## Annexure A to the Independent Auditor's Report

on the Financial Statements of Kokuyo Camlin Limited for the year ended 31 March 2026

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified by the management every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.



## Annexure A to the Independent Auditor's Report (Contd.)

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Services Tax, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there have been delays in few cases of Provident Fund.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Services Tax, Excise Duty, Local Body Tax, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount Demanded (₹ in Lakhs)	Amount Paid (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income Tax	3,509.50	494.87	AY 2018-19, AY 2017-18, and AY 2024-25	CIT (Appeals)
Income tax Act, 1961	Income Tax	97.78	-	AY 2021-22	ITAT
Customs Act, 1962	Custom Duty (including interest and penalty, if applicable)	186.90	-	08 Feb 2018 to FY 2020-21	CESTAT (MUMBAI)
Central Excise Act, 1944	Excise duty (including Interest and penalty, if applicable)	53.60	32.97	April 1990 - Feb 1995	Mumbai High Court
Central Excise Act, 1944	Excise duty (including Interest and penalty, if applicable)	9.05	-	Jan 1991 to June 1991	The Customs, Excise and Service Tax Appellate Tribunal (CESTAT)
Local Body Tax	Local Body Tax including interest and penalty	481.09	119.06	FY 2015-16 and FY 2016-17	Commissioner (Appeals)
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	549.10	148.45	FY 2009-10 FY 2011-12 FY 2012-13 FY 2013-14 FY 2015-16 FY 2017-18	First Appellate
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	41.19	8.02	FY 1995-96, FY 1998-99, FY 1999-00, FY 2000-01, FY 2001-02, FY 2004-05, FY 2005-06, FY 2010-11, and FY 2011-12	Commissioner (Appeals)

Annexure A to the Independent Auditor's Report (Contd.)

Name of the statute	Nature of the dues	Amount Demanded (₹ in Lakhs)	Amount Paid (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	55.08	53.31	FY 1996-97, FY 1997-98, FY 2000-01, FY 2007-08 and FY 2008-09	Sales Tax– Tribunal
Central Sales Tax Act, 1956 and Local Sales Tax Act	Sales tax (including interest and penalty, if applicable)	5.39	-	FY 2009-10, FY 2011-12 and FY 2016-17	Assessing officer
Goods and Services Tax Act, 2017	Goods and Services Tax Act	288.44	14.16	FY 2017-18 and FY 2021-22	First Appellate
Goods and Services Tax Act, 2017	Goods and Services Tax Act	1,319.47	102.17	FY 2017-18, FY 2017-18 to FY 2022-23, FY 2018-19, FY 2019-20 and FY 2020-21	Commissioner (Appeals)

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year and the term loans obtained in the previous periods were fully utilised in the respective periods. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2026. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2026. Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors



## Annexure A to the Independent Auditor's Report (Contd.)

- in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as defined in the regulations made by the Reserve Bank of India). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Maulik Jhaveri**

Partner

Membership No.: 116008

ICAI UDIN:26116008EXCELV3472

Place: Mumbai

Date: 15 May 2026

# Annexure B to the Independent Auditor's Report

on the financial statements of Kokuyo Camlin Limited for the year ended 31 March 2026

## Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Opinion

We have audited the internal financial controls with reference to financial statements of Kokuyo Camlin Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable

to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

### Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of



## Annexure B to the Independent Auditor's Report (Contd.)

unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility

of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Mumbai  
Date: 15 May 2026

For **BSR & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Maulik Jhaveri**  
Partner  
Membership No.: 116008  
ICAI UDIN:26116008EXCELV3472

# Balance Sheet

as at March 31, 2026

(Currency : Indian Rupees in Lakhs)

Particulars	Note No.	As at 31 March 2026	As at 31 March 2025
<b>A ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	4A	12,440.28	12,709.61
(b) Capital work-in-progress	4C	-	-
(c) Right of use assets	4E	2,735.13	2,978.88
(d) Investment property	4D	2.73	2.73
(e) Intangible assets	4B	174.62	224.82
(f) Financial assets			
(i) Investments	5	1,062.60	1,625.60
(ii) Other financial assets	6	216.05	307.98
(g) Income tax assets (net)	32	666.60	518.13
(h) Other non-current assets	7	720.88	790.44
<b>Total non-current assets (1)</b>		<b>18,018.89</b>	<b>19,158.19</b>
<b>2 Current Assets</b>			
(a) Inventories	8	16,760.26	15,032.09
(b) Financial assets			
(i) Trade receivables	9	7,487.19	7,600.66
(ii) Cash and cash equivalents	10	1,139.09	724.19
(iii) Bank balances other than cash and cash equivalents	11	42.99	50.23
(c) Other current assets	12	3,296.25	2,932.69
<b>Total current assets (2)</b>		<b>28,725.78</b>	<b>26,339.86</b>
<b>TOTAL ASSETS (1+2)</b>		<b>46,744.67</b>	<b>45,498.05</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity share capital	13	1,003.04	1,003.04
(b) Other equity	14	31,194.73	29,241.91
<b>Total equity (1)</b>		<b>32,197.77</b>	<b>30,244.95</b>
<b>2 Liabilities</b>			
Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	4F	705.53	1,027.96
(ii) Other financial liabilities	15	62.50	12.50
(b) Provisions	16	591.83	670.52
(c) Deferred tax liabilities (net)	32	66.52	141.25
<b>Total non-current liabilities (2)</b>		<b>1,426.38</b>	<b>1,852.23</b>
Current liabilities			
(a) Financial Liabilities			
(i) Short term borrowings	17	2,647.98	4,111.07
(ii) Lease liabilities	4F	322.43	271.41
(iii) Trade payables	18		
Total outstanding dues of micro enterprises and small enterprises		646.24	374.61
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,270.56	4,898.54
(iv) Other financial liabilities	19	2,035.52	2,466.56
(b) Other current liabilities	20	898.11	1,109.14
(c) Provisions	21	299.68	169.54
<b>Total Current Liabilities (3)</b>		<b>13,120.52</b>	<b>13,400.87</b>
<b>TOTAL EQUITY AND LIABILITIES (1+ 2+ 3)</b>		<b>46,744.67</b>	<b>45,498.05</b>
<b>Material Accounting Policies</b>	1-3		

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kokuyo Camlin Limited

CIN : L24223MH1946PLC005434

**Maulik Jhaveri**

Partner

Membership No: 116008

**Satish Veerappa**

Managing Director

DIN: 00507955

**Nilesh Kumar Choudhary**

Chief Financial Officer

Membership No: 061211

**Nandini Chopra**

Non- Executive Director

DIN: 07891312

**Vipul Bhoj**

Company Secretary &

Compliance Officer

Membership No: 44964

**Dilip Dandekar**

Chairman & Non-Executive Director

DIN: 00846901

**Shriram Dandekar**

Vice Chairman & Non-Executive Director

DIN: 01056318

Mumbai: 15 May 2026

Mumbai: 15 May 2026



# Statement of Profit and Loss

for the year ended 31 March 2026

(Currency : Indian Rupees in Lakhs)

Particulars	Note No.	Year ended 31 March 2026	Year ended 31 March 2025
<b>REVENUE</b>			
I Revenue from operations	22	80,596.81	76,252.88
II Other income	23	50.47	74.86
<b>III Total Income (I + II)</b>		<b>80,647.28</b>	<b>76,327.74</b>
<b>IV EXPENSES</b>			
(a) Cost of materials consumed	24(A)	33,801.04	30,679.58
(b) Purchases of stock-in-trade	24(B)	16,930.95	16,447.04
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	24(C)	(1,103.32)	1,981.34
(d) Employee benefits expense	25	10,860.49	9,846.89
(e) Finance costs	26	256.06	461.08
(f) Depreciation and amortisation expense	4	2,210.28	2,120.81
(g) Other expenses	27	14,301.05	13,916.18
<b>Total Expenses (IV)</b>		<b>77,256.55</b>	<b>75,452.92</b>
<b>V Profit before tax (III - IV)</b>		<b>3,390.73</b>	<b>874.82</b>
<b>VI Tax expense</b>	32		
(a) Current tax		891.53	348.27
(b) Deferred tax		20.41	(56.75)
<b>Total tax expense (VI)</b>		<b>911.94</b>	<b>291.52</b>
<b>VII Profit after tax (V -VI)</b>		<b>2,478.79</b>	<b>583.30</b>
<b>VIII Other comprehensive (loss) /income for the year, net of tax</b>		<b>(525.97)</b>	<b>530.46</b>
<b>(i) Items that will not be reclassified to profit or loss</b>			
(a) Remeasurements loss on defined benefit plans		(58.11)	(152.42)
(b) Fair value changes on equity investments		(563.00)	642.18
<b>(ii) Income tax relating to items that will not be reclassified to profit or loss</b>		95.14	40.70
<b>IX Total comprehensive income for the year</b>		<b>1,952.82</b>	<b>1,113.76</b>
<b>X Earnings per equity share (Face value Re. 1/- each)</b>			
Basic (in ₹)	33	2.47	0.58
Diluted (in ₹)		2.47	0.58
<b>Material Accounting Policies</b>	1-3		

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Maulik Jhaveri**

Partner

Membership No: 116008

For and on behalf of the Board of Directors of Kokuyo Camlin Limited

CIN : L24223MH1946PLC005434

**Satish Veerappa**

Managing Director

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**Nilesh Kumar Choudhary**

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Vice Chairman & Non-Executive Director

DIN: 01056318

Mumbai: 15 May 2026

Mumbai: 15 May 2026

# Statement of Cash Flows

for the year ended 31 March 2026

(Currency : Indian Rupees in Lakhs)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Profit before tax for the year</b>	3,390.73	874.82
<b>Adjustments for :</b>		
Depreciation and amortisation expense	2,210.28	2,120.81
Unrealised foreign exchange loss	12.00	7.18
Finance costs	256.06	461.08
Interest income	(34.31)	(22.28)
Allowances for credit losses on debts (net)	1.18	(2.58)
Allowances for credit losses on advances (net)	-	32.26
Loss on sale of property, plant and equipment and asset held for sale (net)	4.34	2.88
<b>Total</b>	<b>5,840.28</b>	<b>3,474.17</b>
<b>Working capital adjustments:</b>		
Decrease in trade receivables	123.59	666.18
(Increase) in other financial and current assets	(332.66)	(266.81)
(Increase) / decrease in inventories	(1,728.17)	4,035.11
Increase / (decrease) in trade payables	1,620.35	(1,361.91)
(Decrease) in provisions	(6.66)	(96.09)
(Decrease) in other financial and current liabilities	(490.74)	(166.98)
<b>Total</b>	<b>(814.29)</b>	<b>2,809.50</b>
<b>Cash generated from operations</b>	<b>5,025.99</b>	<b>6,283.67</b>
Income taxes paid (net)	(1,043.56)	(830.12)
<b>Net cash generated from operating activities</b>	<b>3,982.43</b>	<b>5,453.55</b>
<b>Cash flows from investing activities:</b>		
Purchase of property, plant and equipment [includes movements of capital work-in progress (including capital advances net of capital creditors)]	(1,687.31)	(2,106.55)
Proceeds from sale of property, plant and equipment	32.52	25.88
Investments in bank deposits	(63.62)	(530.80)
Proceeds from redemption of bank deposits	106.17	511.37
Interest received	31.71	7.36
<b>Net cash (used in) investing activities</b>	<b>(1,580.53)</b>	<b>(2,092.74)</b>
<b>Cash flows from financing activities</b>		
Repayment of short term borrowings (net)	(1,438.00)	(2,420.55)
Interest paid	(156.07)	(286.12)
Repayment of principal towards lease liabilities	(271.41)	(226.40)
Interest paid on lease liabilities	(121.52)	(147.82)
Dividend Paid	-	(501.52)



# Statement of Cash Flows

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Net cash (used in) from financing activities	(1,987.00)	(3,582.41)
Net increase / (decrease) in cash and cash equivalents	414.90	(221.60)
Cash and cash equivalents at the beginning of the year	724.19	945.79
Cash and cash equivalents at the end of the year (Refer Note 10)	1,139.09	724.19

## Notes:

- The Company has elected to present cash flows from Operating activities using indirect method.
- Changes in liabilities arising from financing activities:

Particulars	As at 31 March 2025	Cash Flows	As at 31 March 2026
Current Borrowing (including interest accrued)	4,111.07	(1,463.09)	2,647.98

Particulars	As at 31 March 2024	Cash Flows	As at 31 March 2025
Current Borrowing (including interest accrued)	6,507.99	(2,396.92)	4,111.07

- Refer Note 4F for cash outflows of lease liabilities

**Material Accounting Policies** 1-3

The accompanying notes form an integral part of the financial statements.  
As per our report of even date attached

### For B S R & Co. LLP

Chartered Accountants  
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kokuyo Camlin Limited  
CIN : L24223MH1946PLC005434

**Maulik Jhaveri**  
Partner  
Membership No: 116008

**Satish Veerappa**  
Managing Director  
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Membership No: 44964

**Dilip Dandekar**  
Chairman & Non-Executive Director  
DIN: 00846901

**Shriram Dandekar**  
Vice Chairman & Non-Executive Director  
DIN: 01056318

Mumbai: 15 May 2026

Mumbai: 15 May 2026

# Statement of Changes in Equity

for the year ended 31 March 2026

(Currency: Indian rupees in lakhs)

## (a) Equity Share Capital

### For the year ended 31 March 2026

	Note No.	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	13	1,003.04	1,003.04
Changes in equity share capital during the year		-	-
<b>Balance at the end of the year</b>		<b>1,003.04</b>	<b>1,003.04</b>

### For the year ended 31 March 2025

	Note No.	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	13	1,003.04	1,003.04
Changes in equity share capital during the year		-	-
<b>Balance at the end of the year</b>		<b>1,003.04</b>	<b>1,003.04</b>

## (b) Other equity

	Notes	Reserves & surplus				Equity instruments	Total other equity
		Capital reserve	Securities premium	General reserve	Retained earnings		
<b>Balance at 31 March 2025</b>		<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>7,793.04</b>	<b>1,528.31</b>	<b>29,241.91</b>
<b>Profit for the year</b>		-	-	-	2,478.79	-	2,478.79
Other comprehensive (loss) / income for the year	5, 32, 34	-	-	-	(43.48)	(482.49)	(525.97)
<b>Balance at 31 March 2026</b>		<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>10,228.35</b>	<b>1,045.82</b>	<b>31,194.73</b>
Balance at 1 April 2024		<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>7,825.32</b>	<b>883.79</b>	<b>28,629.67</b>
Profit for the year		-	-	-	583.30	-	583.30
Other comprehensive income for the year	5, 32, 34	-	-	-	(114.06)	644.52	530.46
Payment of Dividend		-	-	-	(501.52)	-	(501.52)
Balance at 31 March 2025		<b>52.70</b>	<b>17,901.56</b>	<b>1,966.30</b>	<b>7,793.04</b>	<b>1,528.31</b>	<b>29,241.91</b>

### Material Accounting Policies

1-3

The accompanying notes form an integral part of the financial statements.  
As per our report of even date attached

#### For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kokuyo Camlin Limited

CIN : L24223MH1946PLC005434

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DIN: 00846901

#### Shriram Dandekar

Vice Chairman & Non-Executive Director

DIN: 01056318

Mumbai: 15 May 2026

Mumbai: 15 May 2026



# Notes to financial statements

for the year ended 31 March 2026

## Note 1: Background of the Company and material accounting policies:

### 1 Background of the Company

Kokuyo Camlin Limited (the "Company") was incorporated in India in 1946 as "Camlin Private Limited" under the Indian Companies Act, 1913. Subsequently, the Company was converted into a Public Limited Company in 1988 as Camlin Limited and was listed on BSE Ltd (BSE) and listed on National Stock Exchange of India Ltd (NSE) in the year 2008. In the year 2011, Kokuyo S&T Co. Ltd, (now Kokuyo Company Limited) a Japanese corporation engaged in the business of stationery, acquired a majority stake in the Company and presently holds 74.44% shares in the Company. The registered office of the Company is located at 48/2, Hilton House, Central Road, MIDC, Andheri (East), Mumbai, India.

Kokuyo Camlin Limited manufactures, sells and trades in scholastic products, writing instruments, notebooks, marker pens, inks, fine-art colours and accessories, hobby colours, pencils and other stationery products.

### 2 Material accounting policies

#### (a) Statement of compliance

These financial statements (hereinafter referred to as "financial statements") are prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 and presentation requirements of Division II of Schedule III notified under Section 133 of Companies Act, 2013 ("the Act"), amendments thereto and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India ("SEBI"), as applicable.

The financial statements for the year ended 31 March 2026 have been reviewed by the Audit Committee and authorised for issue by the Board of Directors of the Company at their meetings held on 15 May 2026.

#### (b) Basis of preparation and measurement

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

- (ii) Assets held for sale - measured at the lower of its carrying amount and fair value less costs on disposal of assets and its value in use.

- (iii) Employee's defined benefit plan as per actuarial valuation.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

#### Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts are mentioned in lakhs and rounded off to 2 decimals unless, otherwise stated.

#### (c) Fair value measurement

The Company measures certain financial instruments, such as derivatives and equity investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability, or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as under, based on the lowest level input

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

that is significant to the fair value measurement as a whole:

- A. Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- B. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- C. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Further information about the assumptions made in measuring fair value is included in the following notes.

- Note 4D - Investment property
- Note 36 - Financial instruments

### (d) Revenue recognition

#### Revenue from Contracts with Customers

Revenue represents amounts received and receivable from third parties for goods supplied to the customers and for services rendered. Revenue is recognised when control of the goods has been transferred to the customer, which happens on dispatch/delivery of the goods.

Revenue is measured at the amount of consideration which the Company expects to receive, net of returns and allowances, trade/cash discounts and volume rebates. Revenue excludes taxes collected from customers on behalf of the government.

Accumulated experience is used to estimate and accrue for the discounts (using the most likely method) and returns considering the terms of the underlying schemes and agreements with the customers. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice. A liability is recognised where payments are received from

customers before transferring control of the goods being sold.

#### Other Operating revenue

Revenue from sale of scrap is recognised when performance obligation is satisfied, i.e. when control of the goods or services underlying the particular performance obligation is transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. The amount recognised as revenue is exclusive of goods and service tax (GST).

GST benefits available under prevalent schemes are accrued in the year in which the transactions have occurred and there is no uncertainty in receiving the same.

In case of export benefits, income is recognised on the accrual basis.

### (e) Property, plant and equipment (PPE)

#### (i) Recognition and measurement

Freehold land is carried at historical cost less impairment losses, if any. All other items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an item of PPE is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

The initial cost of PPE comprises its purchase price, net of any trade discounts and rebates, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

Subsequent costs incurred are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they were incurred.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of PPE.

Any gain or loss on disposal of an item of PPE is recognised in the Statement of Profit and Loss.

The Company had opted for deemed cost exemption under Ind AS 101 on transition of Ind AS.

## (ii) Expenditure during construction period:

Expenditure/Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress (CWIP), and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".

## (iii) Depreciation

Depreciation is calculated on cost of items of PPE less their estimated residual values, if any, over their estimated useful lives using the straight line method in the manner and at the rates prescribed by Part 'C' of Schedule II of the Act, except as stated below. Depreciation is charged on a monthly pro-rata basis for assets purchased or sold during the year.

In case of Plant and machinery, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets. The estimated useful lives, residual values and the depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Such classes of assets and their estimated useful lives are as under:

Nature	Useful life as per Schedule II	Estimated Useful life
Site development	30 years	30 years
Buildings and shed	30 years and 60 years	30 years and 60 years
Plant and machinery	7.5 years to 15 years	7.5 years to 15 years
Office equipment	3 to 6 years	3 to 6 years
ERP Hardware	5 years	5 years
Furniture and fixtures	10 years	10 years
Motor Vehicles	8 to 10 years	8 to 10 years

## (f) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Cost comprises the purchase price (net of tax/duty credits availed wherever applicable) and any directly attributable cost of bringing the assets to its working condition for its intended use. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an item of intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of such item of intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost of the item can be measured reliably.

The Company had opted for deemed cost exemption under Ind AS 101 on transition of Ind AS.

The useful lives of intangible assets are as mentioned below:

Nature	Useful life as per Schedule II	Estimated Useful life
Licenses and software	5 years	10 years, over the period of the agreement
ERP software	5 years	5 years

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment loss.

### (g) Impairment of non financial assets

The Company's non financial assets are tested for impairment at each reporting date to determine whether there are events or changes in circumstances which indicate that the carrying amount may not be recoverable. Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired.

The recoverable amount is higher of the asset's/cash-generating unit's net selling price or value in use, i.e. the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss is recognised in the statement of profit and loss if the carrying amount of an asset/cash-generating unit exceeds its estimated recoverable amount. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognised. The carrying amount of an asset is increased to

its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

### (h) Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the statement of profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income (OCI) or profit or loss are also recognised in OCI or profit or loss, respectively).

### (i) Borrowing cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

### (j) Leases

On inception of a contract, the Company (as a lessee) assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

## As a lessee

As a lessee, the Company recognises a right-of-use asset ("ROU") and a lease liability at the lease commencement date. The ROU is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The ROU and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The ROU is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU or the end of the lease term. The estimated useful life of ROU are determined on the same basis as those of property, plant and equipment. In addition, the ROU is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

Nature	Term (in years)
Land	95, 96 years
Building	5 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in substance fixed payments. The lease liability is measured at amortised cost using the effective interest method.

Lease liability have been presented under other financial liabilities and ROU have been separately presented in the Balance Sheet and lease payments are presented in Company's statement of cash flows as follows:

- (i) short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- (ii) payments for the interest element of recognised lease liabilities are included in 'interest paid' within cash flows from financing activities; and
- (iii) payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities.

## Short-term leases and leases of low-value assets

The Company has used number of practical expedients when applying Ind AS 116 : Short-term leases, leases of low-value assets and single discount rate. The Company has elected not to recognise ROU and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## (k) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both but not for sale in the ordinary course of business, or for use in the production or supply of goods or services or for administrative purpose. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

### (I) Income-tax

Income tax expense comprises of current and deferred tax. It is recognised in the statement of profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

#### (i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

#### (ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that:
  - is not a business combination; and
  - at the time of the transaction
    - (i) affects neither accounting nor taxable profit or loss and

(ii) does not give rise to equal taxable and deductible temporary differences

- temporary differences related to investments in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property is presumed to be recovered through sale.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

The Company previously accounted for deferred tax on leases by applying the "integrally linked" approach resulting in a similar outcome as under the amendments, except that the deferred tax asset or liability was recognized on a net basis. Following the amendments, the Company has recognized a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right of use assets as at 1<sup>st</sup> April 2022 and thereafter.

## (m) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## (n) Inventories

Valued at lower of cost and net realisable value (NRV). Net realisable value for inventories is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

- **Raw materials, Packing Materials and Stores and spares :**

These items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis which includes expenditure incurred for acquiring inventories like purchase price, import duties, taxes (net of credit) and other costs incurred in bringing the inventories to their present location and condition.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

- **Work-in- progress (WIP), finished goods and stock-in-trade :**

Cost of Finished goods and WIP inventories includes cost of raw materials, cost of conversion and other costs incurred in bringing

the inventories to their present location and condition. Cost of stock-in-trade includes cost of purchase and other costs incurred in bringing the inventories to the present location and condition. Cost of inventories is computed on weighted average basis.

The net realisable value of work-in-progress, finished goods and stock-in-trade is determined with reference to the selling prices of related finished goods.

The comparison of cost and net realisable value is made on an item-by-item basis.

## (o) Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

### (i) Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value except trade receivable, which are initially recognised at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

### (ii) Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

### **Amortised Cost:**

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Fair Value through OCI:**

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investments that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment by investment basis.

### **Fair Value through Profit or Loss:**

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### **(iii) Classification and Subsequent Measurement: Financial liabilities**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVPTL if it is classified as held for trading or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gain and losses are recognised in the statement of profit or loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

### **(iv) Other Income**

Interest income from financial assets is recognised when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend is recognised as revenue when the right to receive dividend has been established.

### **(v) Impairment of financial assets:**

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

## (vi) Derecognition of financial assets and financial liabilities:

### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

### Financial Liabilities

The Company derecognises a financial liability when the contractual obligations are discharged or cancelled, or expire.

The Company also derecognises financial liabilities when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit or loss.

## (vii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## (p) Employee benefits

### (i) Short term employee benefits

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### (ii) Compensated absences

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured by a qualified Actuary at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the statement of profit and loss.

### (iii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity.

The Company makes specified monthly contributions towards Government administered provident fund scheme.

Obligations for contributions to defined contribution plan are expensed as an employee benefits expense in the statement of profit and loss in period in which the related service is provided by the employee. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

### (iv) Defined benefit plans

The Company's net obligation in respect of defined benefit plans is calculated separately by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### (v) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurement are recognised in the statement of profit or loss in the period in which they arise.

### (q) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value, wherever the Company can estimate the time of settlement, of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The increase in the provisions due to passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Where the likelihood of outflow of resources is remote, no provision or disclosure is made.

### (r) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

## (s) Government grants

The Company is entitled to 'Scheme of budgetary support' under Goods and Service Tax Regime in respect of eligible manufacturing units located in specified regions. Such grants are measured at amount receivable from the government and are recognised as other operating revenue when there is a reasonable assurance that they will be received and the Company will comply with all necessary conditions attached to the grant.

Income from such grants is recognised on a systematic basis over the periods to which they relate in the statement of profit and loss.

## (t) Research and Development

Expenditure on research activities is recognised in the statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment loss.

## (u) Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The Chief Executive Officer / Managing Director along with Senior Corporate Officers Committee is the CODM of the Company. Chief operating decision maker's function is to allocate the resources of the entity and

assess the performance of the operating segment of the Company.

## (v) Non current assets held for sale

Non current assets are classified as assets held for sale if their carrying will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

## (w) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified amendments applicable w.e.f. April 1, 2025 to Ind AS 1 – Presentation of Financial Statements, Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, Ind AS 7 – Statement of Cash Flows, Ind AS 107 – Financial Instruments and Ind AS 12 – International Tax Reform. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have significant impact in its financial statements.

## 3 Use of estimates and judgements

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### (A) Estimates:

#### (i) Recognition of schemes and rebates

Accruals for discounts/incentives are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers.

#### (ii) Recognition and measurement of provisions for inventories

The Company does write down of inventory to its net realisable value based on certain specific percentages assigned to the inventory ageing. Due to the significant number of stock keeping units (SKUs) in the various categories of inventories, significant judgment is required by the Company in determining the net realisable value.

#### (iii) Recognition and measurement of provisions for loss allowances

The Company has large number of individual small customers. Management assesses the level of allowance for doubtful debts after taking into account of ageing analysis and any other factor specific to individual counterparty and a collective estimate based on historical experience adjusted for certain current factors.

#### (iv) Useful Lives of Property, Plant & Equipment and Intangible Assets:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

#### (v) Recognition and measurement of deferred tax assets and liabilities:

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused

tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax liability/ asset that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

#### (vi) Recognition and measurement of long-term financial assets/ liabilities:

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities /assets which are required to subsequently be measured at amortized cost, interest is accrued using the effective interest method.

#### (vii) Fair value measurement of financial instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques by evaluating fair market value of underlying assets of the entity. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

#### (viii) Defined benefit plans:

The cost of the defined benefit gratuity plan, and other post-employment medical benefits and the present value of the gratuity and provident fund obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### (ix) Litigation and contingencies:

The Company has ongoing litigations with various regulatory authorities. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

## **(B) Judgement:**

### **Classification of Lease Ind AS 116:**

Ind AS 116 Leases requires a lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected

lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying lease to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 4A Property, Plant and Equipment

Description	Site development	Buildings and shed	Plant and machinery	Office Equipment	ERP hardware	Furniture and fixtures	Motor vehicles	Total
<b>Gross block</b>								
As at 1 April 2024	1,028.86	6,043.96	14,502.87	620.55	8.00	233.67	217.89	22,655.80
Add: Additions during the year	0.41	26.11	1,548.24	167.98	-	107.84	113.18	1,963.76
Less: Disposal/adjustments during the year	-	11.54	395.44	3.91	-	90.41	29.66	530.96
<b>As at 31 March 2025</b>	<b>1,029.27</b>	<b>6,058.53</b>	<b>15,655.67</b>	<b>784.62</b>	<b>8.00</b>	<b>251.10</b>	<b>301.41</b>	<b>24,088.60</b>
<b>Add: Additions during the year</b>	<b>-</b>	<b>757.43</b>	<b>784.68</b>	<b>35.35</b>	<b>-</b>	<b>6.43</b>	<b>2.23</b>	<b>1,586.12</b>
<b>Less: Disposal/adjustments during the year</b>	<b>-</b>	<b>-</b>	<b>659.63</b>	<b>14.82</b>	<b>-</b>	<b>-</b>	<b>100.59</b>	<b>775.04</b>
<b>As at 31 March 2026</b>	<b>1,029.27</b>	<b>6,815.96</b>	<b>15,780.72</b>	<b>805.15</b>	<b>8.00</b>	<b>257.53</b>	<b>203.05</b>	<b>24,899.68</b>
<b>Depreciation for the year</b>								
As at 1 April 2024	236.80	1,307.64	7,945.94	357.61	4.88	150.15	153.97	10,156.99
Add: Depreciation for the year	35.58	224.64	1,321.47	95.07	1.33	25.87	20.24	1,724.20
Less: Depreciation on disposal/adjustments	-	4.52	376.21	3.39	-	89.90	28.18	502.20
<b>As at 31 March 2025</b>	<b>272.38</b>	<b>1,527.76</b>	<b>8,891.20</b>	<b>449.29</b>	<b>6.21</b>	<b>86.12</b>	<b>146.03</b>	<b>11,378.99</b>
<b>Add: Depreciation for the year</b>	<b>35.58</b>	<b>246.38</b>	<b>1,359.93</b>	<b>115.58</b>	<b>1.33</b>	<b>37.89</b>	<b>21.90</b>	<b>1,818.59</b>
<b>Less: Depreciation on disposal/adjustments for the year</b>	<b>-</b>	<b>-</b>	<b>629.00</b>	<b>14.16</b>	<b>-</b>	<b>-</b>	<b>95.02</b>	<b>738.18</b>
<b>As at 31 March 2026</b>	<b>307.96</b>	<b>1,774.14</b>	<b>9,622.13</b>	<b>550.71</b>	<b>7.54</b>	<b>124.01</b>	<b>72.91</b>	<b>12,459.40</b>
<b>Net block</b>								
As at 31 March 2025	<b>756.89</b>	<b>4,530.77</b>	<b>6,764.47</b>	<b>335.33</b>	<b>1.79</b>	<b>164.98</b>	<b>155.38</b>	<b>12,709.61</b>
<b>As at 31 March 2026</b>	<b>721.31</b>	<b>5,041.82</b>	<b>6,158.59</b>	<b>254.44</b>	<b>0.46</b>	<b>133.52</b>	<b>130.14</b>	<b>12,440.28</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 4B Intangible assets

Description	ERP software	Licenses & software	Total
<b>Gross block</b>			
As at 1 April 2024	327.79	367.90	695.69
Add: Additions during the year	-	13.18	13.18
As at 31 March 2025	<b>327.79</b>	<b>381.08</b>	<b>708.87</b>
<b>Add: Additions during the year</b>	-	-	-
<b>As at 31 March 2026</b>	<b>327.79</b>	<b>381.08</b>	<b>708.87</b>
<b>Amortisation for the year</b>			
As at 1 April 2024	306.86	116.68	423.54
Add: Amortisation for the year	16.01	44.50	60.51
As at 31 March 2025	<b>322.87</b>	<b>161.18</b>	<b>484.05</b>
<b>Add: Amortisation for the year</b>	<b>4.92</b>	<b>45.28</b>	<b>50.20</b>
<b>As at 31 March 2026</b>	<b>327.79</b>	<b>206.46</b>	<b>534.25</b>
<b>Net block</b>			
As at 31 March 2025	<b>4.92</b>	<b>219.90</b>	<b>224.82</b>
<b>As at 31 March 2026</b>	-	<b>174.62</b>	<b>174.62</b>

## 4C Capital work-in progress (CWIP)

Description	Total
Balance as on 1 April 2024	2.31
Add: Additions during the year	-
Less: Deletions/ capitalisation during the year	<b>2.31</b>
Balance as on 31 March 2025	-
<b>Add: Additions during the year</b>	-
<b>Less: Deletions/ capitalisation during the year</b>	-
<b>As at 31 March 2026</b>	-

## 4D Investment property

Description	As at 31 March 2026	As at 31 March 2025
Freehold land	2.73	2.73
Fair value (Refer Note below)	68.97	68.97

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## Fair value hierarchy

The land is in the nature of vacant land situated at Boisar, the fair value of which has been determined by external Chartered Engineer, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The Fair value measurement of the property has been categorised as Level 3 fair value based on the inputs to the valuation technique used. [Refer Note 2(k)]

## Description of valuation technique used

The Company obtains Independent Valuations of its investment property as at the year end. The fair value of the investment property have been determined by registered valuer, who have considered the prevalent prices based on market enquiries for similar and comparable properties.

## 4E Right of Use Asset

Description	Leasehold land	Leasehold building	Total
<b>Gross block</b>			
As at 1 April 2024	1,876.81	1,577.63	3,454.44
Add: Additions during the year	-	-	-
As at 31 March 2025	<b>1,876.81</b>	<b>1,577.63</b>	<b>3,454.44</b>
<b>Add: Additions during the year</b>	<b>97.74</b>	-	<b>97.74</b>
<b>Less: Deletion during the year</b>	-	-	-
<b>As at 31 March 2026</b>	<b>1,974.55</b>	<b>1,577.63</b>	<b>3,552.18</b>
<b>Depreciation for the year</b>			
As at 1 April 2024	60.58	78.88	139.46
Add: Depreciation for the year	23.48	312.62	336.10
As at 31 March 2025	<b>84.06</b>	<b>391.50</b>	<b>475.56</b>
<b>Add: Depreciation for the year</b>	<b>25.96</b>	<b>315.53</b>	<b>341.49</b>
<b>Less: Deletion during the year</b>	-	-	-
<b>As at 31 March 2026</b>	<b>110.02</b>	<b>707.03</b>	<b>817.05</b>
<b>Net block</b>			
As at 31 March 2025	<b>1,792.75</b>	<b>1,186.13</b>	<b>2,978.88</b>
<b>As at 31 March 2026</b>	<b>1,864.53</b>	<b>870.60</b>	<b>2,735.13</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 4F Lease liabilities

### (i) Movement in lease liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Opening lease liabilities</b>	1,299.37	1,525.77
Interest accrued during the year	121.52	147.82
Payment of lease liabilities	392.93	374.22
<b>Closing lease liabilities</b>	<b>1,027.96</b>	<b>1,299.37</b>
- Non Current	705.53	1,027.96
- Current	322.43	271.41

### (ii) Lease expenses recognised in statement of profit and loss not included in the measurement of lease liabilities

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Expenses relating to short-term leases	1,281.45	1,224.54

### (iii) Maturity analysis of lease liabilities - contractual undiscounted cash flows

Particulars	As at 31 March 2026	As at 31 March 2025
Less than one year	412.58	392.93
One to five years	770.14	1,182.72
More than five years	-	-
<b>Total undiscounted cash flows</b>	<b>1,182.72</b>	<b>1,575.65</b>

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 5 Investments

	As at 31 March 2026	As at 31 March 2025
<b>Investments in Equity Instruments (fully paid up)</b>		
<b>Quoted equity shares at fair value through OCI</b>		
800,000 (31 March 2025 : 800,000) equity shares of Re. 1 each in Camlin Fine Sciences Limited	775.60	1,343.20
<b>Unquoted equity shares</b>		
21,500 Shares of ₹10/- each (31 <sup>st</sup> March 2025 : 2150 equity shares of ₹100/- each) in Excella Pencils Private Limited at fair value through OCI	287.00	282.40
247,950 (31 March 2025 : 247,950) Equity shares of ₹ 10 each in ColArt Camlin Canvas Private Limited at fair value through OCI	24.80	24.80
Less: Provision for diminution in value of investment	(24.80)	(24.80)
	-	-
	<b>1,062.60</b>	<b>1,625.60</b>
Aggregate amount of quoted investments - at cost	9.73	9.73
Aggregate amount of quoted investments - at market value	775.60	1,343.20
Aggregate amount of unquoted investments - at cost	26.95	26.95
Aggregate amount of impairment in value of investment	24.80	24.80

## 6 Other non-current financial assets

	As at 31 March 2026	As at 31 March 2025
Security deposits	180.06	227.93
Interest accrued on deposits	-	8.47
Fixed Deposits with original maturity after twelve months *	35.99	71.58
	<b>216.05</b>	<b>307.98</b>

\*Lodged as security for various purposes ₹ 35.99 lakhs (31 March 2025 : ₹ 71.58 lakhs).

## 7 Other non-current assets

	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, considered good</b>		
Capital advances	688.72	786.33
Prepaid Expenses	32.16	4.11
<b>Unsecured, considered doubtful</b>		
Capital advances	10.68	10.68
Loss allowance	(10.68)	(10.68)
	<b>720.88</b>	<b>790.44</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 8 Inventories

	As at 31 March 2026	As at 31 March 2025
Raw materials * (includes in transit ₹ 856.58 lakhs (31 March 2025 ₹ 525.14 lakhs))	5,816.45	5,195.55
Spares and tools	70.46	66.51
Work-in-progress	1,564.18	1,640.56
Finished goods	5,360.49	3,747.83
Stock-in-trade (includes in transit ₹ 157.19 lakhs (31 March 2025 ₹ Nil))	3,948.68	4,381.64
	<b>16,760.26</b>	<b>15,032.09</b>

\* includes packing materials

During the year ended 31 March 2026, an amount of ₹ 666.09 lakhs (31 March 2025: ₹ 3,093.79 lakhs) was charged to the statement of profit and loss on account of write-down of inventories including damaged and slow moving inventory. Also refer note 43.

## 9 Trade Receivables

	As at 31 March 2026	As at 31 March 2025
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	7,487.19	7,600.66
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	4.64	3.46
	<b>7,491.83</b>	<b>7,604.12</b>
Loss allowance	(4.64)	(3.46)
	<b>7,487.19</b>	<b>7,600.66</b>

- (i) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (ii) The Company's exposure to credit and currency risk and loss allowances related to trade receivables are disclosed (Refer Note 36).
- (iii) Refer Note 35 for balances with related parties.

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 9 Trade Receivables (Contd.)

### Trade Receivables ageing schedule as on 31 March 2026

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	7,108.32	378.87	-	-	-	-	7,487.19
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	1.33	1.00	2.31	4.64
<b>Total</b>	<b>7,108.32</b>	<b>378.87</b>	<b>-</b>	<b>1.33</b>	<b>1.00</b>	<b>2.31</b>	<b>7,491.83</b>
Less: Loss allowance	-	-	-	(1.33)	(1.00)	(2.31)	(4.64)
	<b>7,108.32</b>	<b>378.87</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,487.19</b>

### Trade Receivables ageing schedule as on 31 March 2025

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	7,317.85	274.00	8.81	-	-	-	7,600.66
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	0.95	2.51	-	3.46
<b>Total</b>	<b>7,317.85</b>	<b>274.00</b>	<b>8.81</b>	<b>0.95</b>	<b>2.51</b>	<b>-</b>	<b>7,604.12</b>
Less: Loss allowance	-	-	-	(0.95)	(2.51)	-	(3.46)
	<b>7,317.85</b>	<b>274.00</b>	<b>8.81</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,600.66</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 10 Cash and cash equivalents

	As at 31 March 2026	As at 31 March 2025
Balances with banks		
In current accounts	919.07	493.84
Cheques on hand	216.43	197.80
In Exchange earner's foreign currency accounts	3.29	-
Deposits with original maturity of less than three months *	-	32.33
Cash on hand	0.30	0.22
	<b>1,139.09</b>	<b>724.19</b>

\*Lodged as security for various purposes ₹ Nil (31 March 2025 : ₹ 32.33 lakhs).

## 11 Other bank balances

	As at 31 March 2026	As at 31 March 2025
Deposits with original maturity of more than three months but less than twelve months *	36.46	43.42
Unpaid dividend	6.53	6.81
	<b>42.99</b>	<b>50.23</b>

\*Lodged as security for various purposes ₹ 36.46 lakhs (31 March 2025 : ₹ 43.42 lakhs).

- (i) There are no loans due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.
- (ii) There are no loans or advances in the nature of loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:
- repayable on demand; or
  - without specifying any terms or period of repayment

## 12 Other current assets

	As at 31 March 2026	As at 31 March 2025
<b>Unsecured</b>		
Advances to suppliers	2,066.03	1,880.58
Less : Loss allowance	(49.90)	(49.90)
	<b>2,016.13</b>	<b>1,830.68</b>
Prepaid expenses	159.07	195.29
Balance with government authorities (includes paid under protest)	1,002.30	876.28
Gratuity (Refer note 34)	100.41	18.04
Other advances	18.34	12.40
	<b>3,296.25</b>	<b>2,932.69</b>

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 13 Equity Share Capital

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Authorised</b>		
200,000,000 (31 March 2025: 200,000,000) Equity Shares of Re. 1/- each	2,000.00	2,000.00
<b>Issued, Subscribed &amp; Paid-up</b>		
100,303,806 (31 March 2025: 100,303,806) Equity Shares of Re.1/- each, fully paid	1,003.04	1,003.04

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

	As at 31 March 2026		As at 31 March 2025	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	10,03,03,806	1,003.04	10,03,03,806	1,003.04
Outstanding at the end of the year	10,03,03,806	1,003.04	10,03,03,806	1,003.04

### Terms/rights attached to equity shares

The Company has only one class of equity shares with a par value of Re. 1/- per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian Rupees.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to number of equity shares held by the shareholders.

### Shares held by the Holding/ultimate Holding Company and/or their Subsidiaries/Associates.

Out of the equity shares issued by the company, shares held by its Holding Company are as under.

Name of the Holding Company	As at 31 March 2026		As at 31 March 2025	
	No. of shares	% of holding	No. of shares	% of holding
KOKUYO CO., Limited. Japan (a company incorporated in Japan)	7,46,65,950	74.44%	7,46,65,950	74.44%



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 13 Equity Share Capital (Contd.)

### Details of shareholders holding more than 5% shares in the company

Other than Kokuyo Co. Ltd, there are no shareholders holding more than 5% shares in the Company.

### Details of shareholdings by the Promoter's of the Company:

#### As at 31 March 2026

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Dilip Dandekar	Equity	2,00,000	0.20%	2,00,000	0.20%	-
Shriram Dandekar	Equity	2,50,000	0.25%	2,50,000	0.25%	-
Anagha Subhash Dandekar	Equity	1,00,000	0.10%	-	0.00%	-
Late Subhash Dandekar <sup>^</sup>	Equity	-	0.00%	1,00,000	0.10%	-
KOKUYO CO., Limited	Equity	7,46,65,950	74.44%	7,46,65,950	74.44%	-
<b>Total</b>		<b>7,52,15,950</b>	<b>74.99%</b>	<b>7,52,15,950</b>	<b>74.99%</b>	

#### As at 31 March 2025

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Dilip Dandekar	Equity	2,00,000	0.20%	2,00,000	0.20%	-
Shriram Dandekar	Equity	2,50,000	0.25%	2,50,000	0.25%	-
Late Subhash Dandekar <sup>^</sup>	Equity	1,00,000	0.10%	1,00,000	0.10%	-
KOKUYO CO., Limited	Equity	7,46,65,950	74.44%	7,46,65,950	74.44%	-
<b>Total</b>		<b>7,52,15,950</b>	<b>74.99%</b>	<b>7,52,15,950</b>	<b>74.99%</b>	

No shares have been allotted without payment being received in cash or by way of bonus shares during the period of five years immediately preceding the Balance Sheet date.

<sup>^</sup>Late Subhash Dandekar (person belonging to the promoter group) passed away during the quarter ended 30<sup>th</sup> September, 2024 and the shares have been transferred to Anagha Subhash Dandekar in the current year.

### Proposed dividend

After the reporting date, the Board has recommended a dividend of Re. 0.30 Per share on Face Value of Re. 1 (i.e. 30%) (31 March 2025 : Re NIL per share on Face Value of Re.1).

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 14 Other Equity

	As at 31 March 2026	As at 31 March 2025
<b>Capital reserve</b>		
Balance, beginning and end of the year	<b>52.70</b>	<b>52.70</b>
<b>Securities premium account</b>		
Balance, beginning and end of the year	<b>17,901.56</b>	<b>17,901.56</b>
<b>General reserve</b>		
Balance, beginning and end of the year	<b>1,966.30</b>	<b>1,966.30</b>
<b>Surplus in the statement of profit and loss</b>		
Balance, beginning of the year	7,793.04	7,825.32
Add : Profit for the year	2,478.79	583.30
Less : Dividend paid for previous year	-	(501.52)
Add : Remeasurement of defined benefit plan during the year	(43.48)	(114.06)
Balance, end of the year	<b>10,228.35</b>	<b>7,793.04</b>
<b>Other Comprehensive Income</b>		
Balance, beginning of the year	1,528.31	883.79
Less : Fair value loss on equity instruments	(482.49)	644.52
Balance at the end of the year	<b>1,045.82</b>	<b>1,528.31</b>
	<b>31,194.73</b>	<b>29,241.91</b>

### Capital reserve

Capital reserve represents the grant received from government for set up of plant in specific area.

### Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

### General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer.

### Retained earnings

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

### Other comprehensive income

This Reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 14 Other Equity (Contd.)

### Capital management

The Company's objectives when managing capital are to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves attributable to the equity holders.

The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

	As at 31 March 2026	As at 31 March 2025
Total Debt	2,647.98	4,111.07
Equity	32,197.77	30,244.95
Debt to equity (net)	<b>0.08</b>	<b>0.14</b>

## 15 Other financial liabilities

	As at 31 March 2026	As at 31 March 2025
Employee dues	62.50	12.50
	<b>62.50</b>	<b>12.50</b>

## 16 Provisions

	As at 31 March 2026	As at 31 March 2025
Compensated absences - (Refer note 34)	591.83	670.52
	<b>591.83</b>	<b>670.52</b>

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 17 Short term Borrowings

	As at 31 March 2026	As at 31 March 2025
<b>Unsecured</b>		
Loans repayable on demand from banks:		
Overdraft/working capital demand loan (Refer note below)	-	1,067.03
Bills payable*	2,647.80	3,018.77
Interest accrued but not due on bills payable	0.18	25.27
	<b>2,647.98</b>	<b>4,111.07</b>

\* for discounting of trade payables

Note:

The terms of overdraft/working capital demand loan/bills discounting are as follows:-

The rate of interest on vendor bills discounting from Mizuho Bank is based on market condition bearing an average rate of 7.75% for 31 March 2026 (31 March 2025 : 8.78%)

The rate of interest on vendor bills discounting from Sumitomo Mistui Banking Corporation bearing an average rate of 7.70% for 31 March 2026 (31 March 2025 : 9.30%)

The Company participates in a supplier finance arrangement under which its suppliers may elect to receive early payment of their invoices from a bank. Under the arrangement, the bank agrees to pay amounts due to participating suppliers in respect of invoices owed by the Company and the Company repays the bank at a later date. The principal purpose of this arrangement is to facilitate efficient payment processing and provide the willing suppliers early payment terms, compared with the related invoice payment due date.

From the Company's perspective, the arrangement does not significantly extend payment terms beyond the normal terms agreed with other suppliers that are not participating; however, the arrangement does provide participating suppliers with the benefit of early payment. Additionally, the Company incurs additional interest towards the bank on the amounts due to the suppliers.

Additional information about the Company's trade payables is provided in the table below:

	As at 31 March 2026	As at 31 March 2025
<b>Range of payment due dates</b>		
Trade payables subject to supplier finance arrangement (days after invoice date)	0-90 days	0-90 days
Comparable trade payables (days after invoiced date)	0-90 days	0-90 days

### Utilization of borrowings from Banks and financial institutions

Borrowings from Banks and financial institutions are utilized for the specific purpose for which it were taken.

### Wilful Defaulter

The Company has not been declared a wilful defaulter by any bank or financial institutions or any other lender.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 18 Trade payables

	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises	646.24	374.61
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,270.56	4,898.54
	<b>6,916.80</b>	<b>5,273.15</b>

The disclosures relating to Micro and Small Enterprises as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is given under note 31.

Ageing for trade payables outstanding as at 31 March 2026 is as follows:

Particulars	Unbilled	Outstanding but not due	Outstanding for following periods from due dates of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME *	-	646.24	-	-	-	-	646.24
(ii) Others	304.59	5,015.23	941.78	2.66	6.30	-	6,270.56
(iii) Disputed dues - MSME *	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	<b>304.59</b>	<b>5,661.47</b>	<b>941.78</b>	<b>2.66</b>	<b>6.30</b>	<b>-</b>	<b>6,916.80</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for trade payables outstanding as at 31 March 2025 is as follows:

Particulars	Unbilled	Outstanding but not due	Outstanding for following periods from due dates of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME *	-	374.61	-	-	-	-	374.61
(ii) Others	212.84	3,914.47	763.55	7.58	0.10	-	4,898.54
(iii) Disputed dues - MSME *	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	<b>212.84</b>	<b>4,289.08</b>	<b>763.55</b>	<b>7.58</b>	<b>0.10</b>	<b>-</b>	<b>5,273.15</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

## 19 Others financial liabilities

	As at 31 March 2026	As at 31 March 2025
Employee dues	880.20	1,117.41
Security deposits	978.87	924.19
Capital creditors	16.26	117.31
Payable to customers *	153.66	300.84
Dividend payable	6.53	6.81
	<b>2,035.52</b>	<b>2,466.56</b>

\* Payable to customer includes payable towards trade promotion schemes amounting to ₹ 68.20 lakhs (31 March 2025 : ₹ 189.40 lakhs)

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 20 Other current liabilities

	As at 31 March 2026	As at 31 March 2025
Advance from customers	38.98	8.41
Statutory liabilities	422.49	689.91
Payables towards Trade Promotion Schemes	435.55	410.57
Others	1.09	0.25
	<b>898.11</b>	<b>1,109.14</b>

## 21 Provisions

	As at 31 March 2026	As at 31 March 2025
Provisions for employee benefits		
Compensated absences (Refer note 34)	221.30	91.16
Other provisions		
Provisions for litigations*	78.38	78.38
	<b>299.68</b>	<b>169.54</b>

\*Movement in Provisions for litigations

Particulars	As at 31 March 2026	As at 31 March 2025
Opening balance	78.38	78.38
Provision recognised during the year	-	-
<b>Closing balance</b>	<b>78.38</b>	<b>78.38</b>

Nature	As at 31 March 2026	As at 31 March 2025
Goods and Services Tax and other Indirect tax matters	78.38	78.38

## 22 Revenue from operations

	Year ended 31 March 2026	Year ended 31 March 2025
Revenue from contracts with customers sales of products (Refer Note 2(d) and Note 38)	80,338.06	75,997.60
Other operating revenues *	258.75	255.28
<b>Total revenue from operations</b>	<b>80,596.81</b>	<b>76,252.88</b>

\* The other operating revenues includes Goods & Services tax rebate based on government notification amounting to ₹ 193.96 Lakhs (31 March 2025 ₹ 165.10 lakhs)



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 23 Other income

	Year ended 31 March 2026	Year ended 31 March 2025
Interest income under the effective interest method on :		
Cash and cash equivalents and other bank balances	23.24	12.24
Security deposits	11.07	10.04
Miscellaneous receipts	-	50.00
Reversal of allowances for credit losses on debt (net)	-	2.58
Net gain in respect of translations of foreign currencies	16.16	-
	<b>50.47</b>	<b>74.86</b>

## 24 (A) Cost of materials consumed

(Refer Note 43)

	Year ended 31 March 2026	Year ended 31 March 2025
Opening stock of materials	5,195.55	7,246.93
Add : Purchases	34,421.94	28,628.20
Less : Closing stock of materials	(5,816.45)	(5,195.55)
	<b>33,801.04</b>	<b>30,679.58</b>

### (B) Purchase of stock-in-trade

Stationery items	16,930.95	16,447.04
	<b>16,930.95</b>	<b>16,447.04</b>

### (C) Changes in the inventories of finished goods, stock-in-trade and work-in-process

(Refer Note 43)

Work in process - as at beginning of the year	1,640.56	3,207.30
Work in process - as at year end	1,564.18	1,640.56
(1)	<b>76.38</b>	<b>1,566.74</b>
Stock-in-trade - as at beginning of the year	4,381.64	3,805.43
Stock-in-trade - as at year end	3,948.68	4,381.64
(2)	<b>432.96</b>	<b>(576.21)</b>
Finished goods - as at beginning of the year	3,747.83	4,738.64
Finished goods - as at year end	5,360.49	3,747.83
(3)	<b>(1,612.66)</b>	<b>990.81</b>
(1) + (2) + (3)	<b>(1,103.32)</b>	<b>1,981.34</b>

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

### 25 Employee benefits expense

	Year ended 31 March 2026	Year ended 31 March 2025
Salaries, wages and bonus*	9,803.79	8,886.49
Contribution to Provident, Gratuity and other funds (Refer note 34)	682.30	642.58
Staff and labour welfare	374.40	317.82
	<b>10,860.49</b>	<b>9,846.89</b>

\*The Government of India has notified provisions of the Code on Wages 2019, the Industrial Relation Code, 2020, the Code on Social Security, 2020 and The Occupational Safety, Health and Working condition code, 2020 ("Labour Codes") subsuming 29 existing labour laws, which introduce changes to, inter alia, the definition of wages and the eligibility criteria for statutory employees benefits.

These Codes have been made effective from 21 November 2025; however, the corresponding rules thereunder are yet to be notified.

Pursuant to the above the Company has carried out an impact assessment which has resulted in increase in the provisions for employee benefit by ₹ 56.01 lakhs. The corresponding impact has been recognised as employee benefit expense in the financial results of the current reporting period in accordance with IND AS 19 - Employees Benefits.

The Company continues to monitor the finalisation of State Rules and clarifies from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such development as needed.

### 26 Finance costs

	Year ended 31 March 2026	Year ended 31 March 2025
Interest on financial liabilities measured at amortised cost	95.66	284.11
Interest on delayed payment of taxes	3.56	3.51
Other borrowing costs	35.32	25.64
Interest on lease liabilities	121.52	147.82
	<b>256.06</b>	<b>461.08</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 27 Other expenses

	Year ended 31 March 2026	Year ended 31 March 2025
Power and fuel	766.07	670.58
Job work charges	3,240.97	3,109.49
Repairs		
- Building	9.14	-
- Machinery	126.60	195.94
- Others	1,111.69	1,062.19
Rent	1,281.45	1,224.54
Rates and taxes	145.01	104.51
Net losses in respect of translations of foreign currencies	-	6.33
Insurance	133.27	113.96
Advertisement and sales promotion	971.98	1,431.98
Transport & forwarding charges	2,839.33	2,452.38
Commission and service charges on sales	925.95	893.82
Travelling & conveyance	1,407.75	1,352.54
Loss on sale/disposal of property, plant and equipment (net)	4.34	2.88
Allowances for credit losses on debts	1.18	-
Directors sitting fees (Refer Note 35)	69.80	48.80
Corporate social responsibility (Refer Note 39)	65.54	55.60
Allowances for credit losses on advances (net)	-	32.26
Payment to auditors*	67.79	99.50
Professional Fees	563.77	555.33
Miscellaneous expenses	569.42	503.55
	<b>14,301.05</b>	<b>13,916.18</b>
<b>* Payment to auditors</b>		
Audit fees (including quarterly limited review)	56.00	91.50
Tax audit fees	2.00	2.00
Fees for other services (Certification)	0.58	-
Expenses reimbursed	9.21	6.00
	<b>67.79</b>	<b>99.50</b>

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

### 28 Contingent liabilities and commitments (to the extent not provided for)

	As at 31 March 2026	As at 31 March 2025
<b>a. Commitments</b>		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	336.11	485.15
<b>b. Claims against the Company not acknowledged as debts in respect of (to the extent not provided for)</b>		
(i) Income tax	3,607.27	2,214.20
(ii) Indirect tax cases*	2,910.93	3,668.42
(iii) Other matters	15.41	20.38

\* Tax paid under protest as at 31 March 2026 - ₹ 973.01 lakhs (31 March 2025 - ₹ 514.54 lakhs).

The Company's pending litigations comprise of proceedings pending with direct tax authorities (pertaining to disallowance of additional depreciation, expenses, etc.) and indirect tax authorities (pertaining to non submission of form 'C' and form 'F', input tax disallowance, misclassification of goods etc.). The Company has reviewed all its pending litigations and proceedings and believes that these claims are not tenable against the Company and hence, no provision is considered necessary. It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings, as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

On 13.03.2023, the Company has received two demand notices aggregating ₹ 481.08 Lakhs (includes tax of ₹ 51.93 lakhs, interest ₹ 53.92 lakhs and penalty ₹ 103.87 lakhs for the period 01.04.2015 to 31.03.2016 and tax of ₹ 67.13 lakhs, interest ₹ 69.99 lakhs and penalty ₹ 134.24 lakhs for the period 01.04.2016 to 31.03.2017) for Local Body Tax from the Vasai Virar City Municipal Corporation on account of disallowance exemption for tax on purchases from unregistered local dealer and job work charges done by local unregistered job workers.

The Company has been legally advised that these claims are not tenable against them and has filed writ petition in the High Court of Bombay and also has obtained a stay on these demands.

On 10<sup>th</sup> August 2023, the Mumbai High Court ordered that since there is remedy of an appeal available, the petitioner should first file an appeal with Commissioner (Appeal). Thereafter, the Company has filed an appeal with Commissioner on 31.08.2023. Personal Hearing before Commissioner (Appeals) has been held subsequently. Considering the arguments, Commissioner (Appeals) has asked the officer to recheck the merits of the case. Hearing with chief commissioner was held post which additional documents were submitted. The Company has submitted its final submission on 22.04.2025, outcome of which is awaited.

Note: Including interest and penalty, where applicable, upto the date of orders.

#### c. Bank Guarantees

Bank guarantees as on 31 March 2026 is ₹ 56.14 lakhs (31 March 2025: ₹ 56.14 lakhs)



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 29 Excise remission and budgetary support at Jammu :

The Jammu and Kashmir High Court delivered a judgement dated 23 December 2010, quashing the Excise Notification No. 19/2008-CE & 34/2008-CE applicable to the undertakings set up in Jammu which restricted the quantum of excise duty remission, at prescribed value addition percentage, and upheld the entitlement of total exemption from excise duty. Based on the grounds laid down in the said judgement, by the Hon'ble High Court, rebate of excise duty, being the duty on assessable value of goods, net of Cenvat Credit was recognized in the books till 31 January 2013.

Pending final disposal, in January 2013, the Hon'ble High Court directed the department to release 50% of the amount due to manufacturers subject to approval of the jurisdictional commissioner for manufacturer's solvency. Post such order the company has claimed excise rebate as per the then quashed notification from February 2013 to June 2017.

The validity of the said notification, previously quashed by High Court, has subsequently been upheld by the Supreme Court in its judgement dated 22 April 2020. As per the said notification, units having higher value addition than the prescribed percentage are entitled to a special rate fixation for excise duty remission. The Company's application for determination of Special Rate for the year FY 2008-09 was rejected by the authorities in the year 2010 and was sub-judice with Division Bench 1 CESTAT Chandigarh. In June 2023 the Division bench gave a favourable judgement for the company asking the AO to consider value additions as per CA certificate. The AO without considering the order passed a demand order for differential tax, The Company filed an appeal against the AO order with commissioner appeals. The Commissioner Appeal passed the Order dismissed the appeal filed the company and upheld its old order without considering the merit of the case on 01<sup>st</sup> April 2024. The order was received on 08<sup>th</sup> April 2024. The Company believes this Order was appealable in view of the said judgment of Hon'ble Tribunal dated 06.06.2023. Invoking the said CESTAT judgment, it would be arguable in favour of Kokuyo Camlin, as the said CESTAT's order, has not been appealed against before High Court.

The Company has filed the appeal with CESTAT on 03 June 2024 by paying additional deposit of 2.5% (₹ 19,75,962/-) on 23<sup>rd</sup> May 2024 in addition to the deposit of 7.5% (₹ 59,27,886/-) made at the time of CIT (Appeals) in July 2023.

The above application, filed for out of turn hearing of the appeal, was listed before Hon'ble CESTAT-Chandigarh (Excise Division Bench), comprising of Hon'ble Members, Shri S.S. Garg, M(J) and Shri P. Anjani Kumar, M(T), on 19.09.2024 & 06.02.2025. Considering the submissions from both sides, Hon'ble Bench has allowed application for early hearing and the matter has been directed to be listed for hearing on 17.07.2025.

After adjudication of the appeal to be filed by the company, the subsequent applications for the years FY 2009-10 to FY 2017-18 will be decided by the authorities. The net gain which shall accrue to the Company on account of additional remission due to special rate fixation for the period February 2013 to June 2017 as offset by net loss due to excess credit, if any, availed until 31 January 2013 is not presently ascertainable.

On the date of Final hearing on 17.07.2025, The Tribunal has set aside the demand and remanded the matter to the appellate authority, to be reconsidered only after the jurisdictional Commissioner finalizes our special rate applications. The Hon'ble Bench clearly observed that confirming a demand before deciding the special rate was premature and unjustified, leading to avoidable litigation.

In view of this, there is no enforceable demand as on date, and the matter stands remanded for fresh adjudication post finalization of the special rate. The Company has submitted all requisite documents, and adjudication is awaited.

## 30 Expenditure on Research and Development :

Revenue expenses incurred on Research and Development expense comprises of the following:

Sr. No.		Year ended 31 March 2026	Year ended 31 March 2025
1	Employee cost	577.34	510.30
2	Other expenses	58.76	44.03
		<b>636.10</b>	<b>554.33</b>

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

### 31 Dues to micro, small and medium enterprises

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro, small and medium enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 has been made in the financial statements based on information received and available with the Company.

Sr. No.		As at 31 March 2026	As at 31 March 2025
1	the amounts remaining unpaid to micro, small and medium suppliers as at the end of the year		
	- Principal	646.17	374.39
	- Interest	Nil	Nil
2	the amount of interest paid by the buyer as per the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006);	0.22	0.12
3	the amounts of the payments made to the suppliers beyond the appointed day during each accounting year;	22.89	58.71
4	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	0.07	0.22
5	the amount of interest accrued and remaining unpaid at the end of each accounting year;	0.07	0.22
6	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purposes of disallowances as a deductible expenditure under the MSMED Act, 2006;	Nil	Nil



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 32 Tax expense

i. The following table provides the details of income tax assets and liabilities:

	As at 31 March 2026	As at 31 March 2025
a) Income tax assets	666.60	518.13
b) Current tax liabilities	-	-
<b>Net Income tax assets</b>	<b>666.60</b>	<b>518.13</b>

ii. The gross movement in the current tax asset:

	As at 31 March 2026	As at 31 March 2025
Net current tax assets at the beginning of the year	518.13	39.79
Interest on short payment of taxes	(3.56)	(3.51)
Income tax paid (net)	1,043.56	830.12
Current tax expense	(835.84)	(352.35)
Tax adjustments for earlier years	(55.69)	4.08
<b>Net current tax assets at the end of the year</b>	<b>666.60</b>	<b>518.13</b>

iii. Tax expenses in the Statement of Profit and Loss comprises:

	As at 31 March 2026	As at 31 March 2025
Current income taxes	835.84	352.35
Deferred tax charge	20.41	(56.75)
Tax adjustments for earlier years	55.69	(4.08)
<b>Current tax expenses in Statement of Profit and Loss (net)</b>	<b>911.94</b>	<b>291.52</b>
Deferred tax credit in Other Comprehensive Income	(95.14)	(40.70)
<b>Tax expenses (net)</b>	<b>816.80</b>	<b>250.82</b>

The Government of India, on 20 September 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company for paying Income Tax at reduced rates as per the provisions/conditions defined in the said section ("New Tax Regime"). The Company has opted for the New tax regime w.e.f. financial year ended 31 March 2024 and accordingly the provision of tax and deferred tax liabilities has been recognized as per New Tax Regime.

After analysing above factors for each of such uncertain tax treatments, where the Company expects that the probability to sustain its position on ultimate resolution of such uncertain tax treatment is remote, the Company ensures that such uncertain tax positions are adequately provided for in the Company's financial Statements.

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 32 Tax expense (Contd.)

iv. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is as below:

	As at 31 March 2026	As at 31 March 2025
Profit before tax	3,390.73	874.82
Applicable tax rate	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>853.38</b>	<b>220.18</b>
Non-deductible tax expenses	7.32	26.34
Adjustment for deferred taxes	(4.54)	50.66
Others	0.09	(1.58)
Tax adjustments for earlier years	55.69	(4.08)
<b>Tax expense charged to the Statement of Profit and Loss</b>	<b>911.94</b>	<b>291.52</b>

v. Components of deferred tax assets and liabilities arising on account of temporary differences are:

	As at 31 March 2026	As at 31 March 2025
<b>(a) Deferred tax asset</b>		
Lease liabilities	267.72	338.72
Provision for employee benefits	144.49	165.22
Other temporary differences	388.35	470.32
	<b>800.56</b>	<b>974.26</b>
<b>(b) Deferred tax liability</b>		
Timing difference on amount of depreciation on tangible assets and intangible assets	630.78	716.34
Right of use asset	227.09	309.45
Fair value of investments	9.21	89.72
	<b>867.08</b>	<b>1,115.51</b>
<b>Deferred tax liabilities (net) [a-b]</b>	<b>66.52</b>	<b>141.25</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 32 Tax expense (Contd.)

### vi. Movement in deferred tax assets/(liabilities):

	Lease liabilities	Provision for employee benefits	Other temporary differences	Right of use	Timing difference on amount of depreciation on tangible assets and intangible assets	Fair value of investments and investment property	Total
As at 01 April 2024	398.34	177.48	450.65	(391.17)	(780.35)	(93.65)	(238.70)
(Charged)/credited							
- to profit or loss	(59.62)	(50.62)	19.67	81.72	64.01	1.59	56.75
- to other comprehensive income	-	38.36	-	-	-	2.34	40.70
As at 31 March 2025	338.72	165.22	470.32	(309.45)	(716.34)	(89.72)	(141.25)
(Charged)/credited							
- to profit or loss	(71.00)	(35.36)	(81.97)	82.36	85.56	-	(20.41)
- to other comprehensive income	-	14.63	-	-	-	80.51	95.14
<b>As at 31 March 2026</b>	<b>267.72</b>	<b>144.49</b>	<b>388.35</b>	<b>(227.09)</b>	<b>(630.78)</b>	<b>(9.21)</b>	<b>(66.52)</b>

Note: Amount of the current year in OCI includes adjustment for earlier years and effect of indexation benefit on capital assets.

## 33 Earnings per share (basic and diluted):

	Year ended 31 March 2026	Year ended 31 March 2025
Net Profit available for equity shareholders	2,478.79	583.30
1. Number of equity shares outstanding at the beginning of the year	10,03,03,806	10,03,03,806
2. Number of shares issued during the year	-	-
Weighted average of numbers of equity shares outstanding at the end of the year (Nos.)	10,03,03,806	10,03,03,806
Earnings per equity share (Face value of Re. 1/- each) - Basic	2.47	0.58
Earnings per equity share (Face value of Re. 1/- each) - Diluted	2.47	0.58

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 34 Employee Benefits :

### Defined Contribution Plans

Company's contributions paid/payable during the year to provident fund, ESIC and superannuation fund are recognised in the statement of profit and loss. The contributions charged to the statement of profit and loss is ₹ 559.57 lakhs. (31 March 2025 ₹ 537.58 lakhs).

### Defined Benefit Plans

Company's liabilities towards gratuity and leave encashment are determined on actuarial basis using the projected unit credit method, which consider each period of service as giving rise to an additional unit of benefit and measure each unit separately to build up the final obligation. Obligation is measured at the present value of estimated future cash flow using a discount rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

### Description of the Plan

The Company has covered its gratuity liability by a Group Gratuity Policy named 'Employee Group Gratuity Assurance Scheme' issued by LIC of India. Under the plan, employees at retirement are eligible for benefit, which will be equal to 15 days salary for each completed year of service. Thus, it is a defined benefit plan and the aforesaid insurance policy is the plan asset.

#### a Actuarial assumptions:

	As at 31 March 2026	As at 31 March 2025
Discount rate	6.78%	6.78%
Rate of increase in salary	5.00%	5.00%
Expected return on plan assets	6.78%	6.78%
Attrition rate	For Service 4 years and below- 20%, 5 years and above - 2.5%	For Service 4 years and below- 20%, 5 years and above - 2.5%

#### b Reconciliation of benefit obligation:

	As at 31 March 2026	As at 31 March 2025
Present value of benefit obligations at the beginning of the year	1,464.12	1,481.57
Interest cost	99.27	103.93
Current service cost	123.95	102.79
Benefit paid from the fund	(190.88)	(369.09)
Actuarial loss on obligations recognized in other comprehensive income	56.46	144.92
Present value of defined benefit obligation at the end of the year	<b>1,552.92</b>	<b>1,464.12</b>

As at 31 March 2026, the weighted average duration of defined benefit obligation was 8 years. (31 March 2025 : 8 years)



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 34 Employee Benefits : (Contd.)

### c Reconciliation of fair value of plan assets:

	As at 31 March 2026	As at 31 March 2025
Fair value of plan assets at the beginning of the year	1,482.16	1,450.71
Expected return on plan assets	100.49	101.71
Contributions by the employer	263.21	306.33
Benefit Paid	(190.88)	(369.09)
Actuarial (loss) on plan assets recognized in other comprehensive income	(1.65)	(7.50)
<b>Fair Value of Plan Assets at the end of the year</b>	<b>1,653.33</b>	<b>1,482.16</b>

#### Expected Contribution

The expected contribution for defined benefit plan for the next financial year will be in line with the contribution for the period and is expected by the management to be ₹ 11.30 lakhs (31 March 2025: ₹ 110.00 lakhs)

### d Balance sheet reconciliation

	As at 31 March 2026	As at 31 March 2025
Opening net liability / (asset)	(18.04)	30.86
Expenses recognized in the Statement of Profit and Loss	122.73	105.01
Expense recognized in Other Comprehensive Income	58.11	152.42
Employer's contribution	(263.21)	(306.33)
<b>Net (asset) / liability recognised in Balance sheet</b>	<b>(100.41)</b>	<b>(18.04)</b>

### e Expenses recognized in the Statement of profit and loss under the head employee benefits expenses

	Year ended 31 March 2026	Year ended 31 March 2025
Current service cost	123.95	102.79
Net interest cost	(1.22)	2.22
<b>Expenses recognized in the statement of profit and loss</b>	<b>122.73</b>	<b>105.01</b>

### f Expenses recognised in Other Comprehensive Income for the year

	Year ended 31 March 2026	Year ended 31 March 2025
Actuarial loss on obligation for the year	56.46	144.92
Actuarial loss on plan assets	1.65	7.50
<b>Expense recognized in the other comprehensive income</b>	<b>58.11</b>	<b>152.42</b>

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 34 Employee Benefits : (Contd.)

### g Sensitivity Analysis

	As at 31 March 2026	As at 31 March 2025
Defined Benefit Obligation		
Discount Rate		
a. Discount Rate - 100 basis points	105.66	106.45
b. Discount Rate + 100 basis points	(93.20)	(93.61)
Salary Increase Rate (considered taking into account inflation, seniority, promotion and other relevant factors)		
a. Rate - 100 basis points	(95.96)	(95.96)
b. Rate + 100 basis points	107.01	107.28
Employee Turnover		
a. Rate - 100 basis points	(16.03)	(12.47)
b. Rate + 100 basis points	14.25	11.06

### Note on Sensitivity Analysis

- 1 Sensitivity analysis for each significant actuarial assumptions of the Company which are discount rate and salary assumptions as of the end of the reporting period, showing how the defined benefit obligation would have been affected by changes is shown in the table above.
- 2 The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except for the parameters to be stressed.

### h Expected future cash flows

The expected future cash flows in respect of gratuity as at Balance Sheet dates will be as follows :

Projected benefits payable in future years from the date of reporting	As at 31 March 2026	As at 31 March 2025
1 <sup>st</sup> following year	208.69	159.81
2 <sup>nd</sup> following year	78.65	102.54
3 <sup>rd</sup> following year	155.56	111.83
4 <sup>th</sup> following year	127.97	147.30
5 <sup>th</sup> following year	289.23	121.23
Sum of years 6 to 10	636.18	730.21
Sum of years 11 and above	1,311.54	1,231.76

### i Category of Assets

	As at 31 March 2026	%	As at 31 March 2025	%
Insurance funds	1,653.33	100.00	1,482.16	100.00
Total	<b>1,653.33</b>	<b>100.00</b>	<b>1,482.16</b>	<b>100.00</b>

### Other long term employee benefit - Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year-end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year and actuarial gains and losses are charged to the Statement of profit and loss. The following table provides details in relation to compensated absences.

	As at 31 March 2026	As at 31 March 2025
Expense for the year	161.77	195.08
Closing balance	813.13	761.68



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 35 Related parties:

Related party disclosures, as required by Indian Accounting Standard 24 (Ind AS 24) are given below :

<b>a Name of related parties and nature of relationship</b>	
1	Kokuyo Co. Limited <span style="float: right;">Holding Company</span>
<b>b Name of related parties with whom there were transactions during the year</b>	
<b>Fellow Subsidiary</b>	
2	Kokuyo Vietnam Trading Co. Limited
3	Kokuyo Commerce (Shanghai) Co. Ltd.
4	Kokuyo Vietnam Co. Limited
5	Kokuyo International (Malaysia) SDN BHD
6	Kokuyo Co. Ltd. Hong Kong Branch
<b>Entities over which KMPs /directors and/or their relatives are able to exercise significant influence</b>	
7	Excella Pencils Private Limited
8	Aditi Dighe

### c Key Management Personnel and their Relatives

<b>Name of the Person</b>	<b>Nature of Relationship</b>
<b>Key Management Personnel</b>	
Mr. Dilip Dandekar	Chairman & Non Executive Director (C & Non ED)
Mr. Shriram Dandekar ****	Vice Chairman & Non Executive Director (VC & Non ED)
Mr. Satish Veerappa	Managing Director
Mr. Takeo Iguchi*	Executive Director
Mr. Takashi Itoguchi**	Executive Director
Mr. Nilesh Choudhary	Chief Financial Officer
Mr. Vipul Bhoy	Company Secretary & Compliance Officer
<b>Relatives</b>	
Mrs. Aditi Dighe***	General Manager and daughter of C & Non ED
Mr. Rahul Dandekar	General Manager and son of C & Non ED

\* Mr. Takeo Iguchi ceased to be Executive Director with effect from 08 August 2025.

\*\* Mr. Takashi Itoguchi appointed as Executive Director with effect from 08 August 2025.

\*\*\* Mrs. Aditi Dighe ceased to be General Manager with effect from 30 June 2025.

\*\*\*\* Mr. Shriram Dandekar ceased to be Executive Director with effect from 01 April 2025.

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 35 Related parties: (Contd.)

### d Transactions with Holding Company

Particulars	Name of entity	Year ended 31 March 2026	Year ended 31 March 2025
<b>Purchase of goods</b>	Kokuyo Co. Limited	120.96	50.30
	<b>Total</b>	<b>120.96</b>	<b>50.30</b>
<b>Sale of goods</b>	Kokuyo Co. Limited	834.48	872.04
	<b>Total</b>	<b>834.48</b>	<b>872.04</b>
<b>Reimbursement of expenses paid</b>	Kokuyo Co. Limited	22.76	28.85
	<b>Total</b>	<b>22.76</b>	<b>28.85</b>
<b>Reimbursement of expenses received</b>	Kokuyo Co. Limited	68.69	28.94
	<b>Total</b>	<b>68.69</b>	<b>28.94</b>
<b>Dividend paid</b>	Kokuyo Co. Limited	-	373.33
	<b>Total</b>	<b>-</b>	<b>373.33</b>

### Balances with Holding Company

Particulars	Name of entity	Year ended 31 March 2026	Year ended 31 March 2025
<b>Net amount receivable</b>	Kokuyo Co. Limited	193.69	251.75
	<b>Total</b>	<b>193.69</b>	<b>251.75</b>

### e Transactions with Fellow subsidiary company

Particulars	Name of entity	Year ended 31 March 2026	Year ended 31 March 2025
<b>Purchase of goods</b>	Kokuyo Vietnam Co. Limited	12.06	5.60
	Kokuyo Vietnam Trading Co. Limited	-	0.49
	<b>Total</b>	<b>12.06</b>	<b>6.09</b>
<b>Sale of goods</b>	Kokuyo Vietnam Trading Co. Limited	11.45	3.49
	Kokuyo Commerce (Shanghai) Co. Ltd.	17.17	22.66
	<b>Total</b>	<b>28.62</b>	<b>26.15</b>
<b>Purchase of property, plant and equipment</b>	Kokuyo International (Malaysia) SDN BHD	-	15.20
	<b>Total</b>	<b>-</b>	<b>15.20</b>
<b>Reimbursement of expenses paid</b>	Kokuyo Commerce (Shanghai) Co. Ltd	8.77	5.35
	Kokuyo Co. Ltd Hong Kong Branch	-	0.02
	<b>Total</b>	<b>8.77</b>	<b>5.37</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 35 Related parties: (Contd.)

### Balances with Fellow subsidiary company

Particulars	Name of entity	Year ended 31 March 2026	Year ended 31 March 2025
<b>Net amount receivable</b>	Kokuyo Vietnam Trading Co. Limited	11.45	1.37
	Kokuyo Commerce (Shanghai) Co. Ltd	-	22.66
	<b>Total</b>	<b>11.45</b>	<b>24.03</b>

### f Transactions with entities over which KMPs / directors and/or their relatives are able to exercise significant influence

Particulars	Name of entity	Year ended 31 March 2026	Year ended 31 March 2025
<b>Receiving services</b>	Aditi Dighe	10.21	-
	Excella Pencils Private Limited	1,189.87	1,106.21
	<b>Total</b>	<b>1,200.09</b>	<b>1,106.21</b>
<b>Reimbursement of expenses</b>	Excella Pencils Private Limited	19.54	21.36
	<b>Total</b>	<b>19.54</b>	<b>21.36</b>

### g Balances with entities over which KMPs / directors and/or their relatives are able to exercise significant influence

Particulars	Name of entity	Year ended 31 March 2026	Year ended 31 March 2025
<b>Net amount payable</b>	Excella Pencils Private Limited	11.28	15.82
	<b>Total</b>	<b>11.28</b>	<b>15.82</b>

### h Transactions with Key Management Personnel and their relatives

Compensation to the Key Management Personnel of the Company		Year ended 31 March 2026	Year ended 31 March 2025
Short-term employee benefits*		479.54	675.05
Post-employment benefits		110.68	139.25
Sitting fees to Directors		12.40	6.20
	<b>Total</b>	<b>602.62</b>	<b>820.50</b>

\*Short term employee benefits excludes commitment pay of ₹ 50.00 lakhs (31 March 2025 : ₹ 12.50 lakhs) payable to Managing Director.

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 Financial instruments – Fair values and risk management

### A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 March 2026	Carrying amount			Fair Value				
	FVTOCI	FVTPL	Amortised Cost (not measured at fair value)	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Non-Current</b>								
(i) Investments	1,062.60	-	-	1,062.60	775.60	-	287.00	1,062.60
(ii) Other financial assets	-	-	216.05	216.05	-	-	-	-
<b>Current</b>								
(iii) Trade receivables	-	-	7,487.19	7,487.19	-	-	-	-
(iv) Cash and cash equivalents	-	-	1,139.09	1,139.09	-	-	-	-
(v) Bank balances other than (iv) above	-	-	42.99	42.99	-	-	-	-
	<b>1,062.60</b>	<b>-</b>	<b>8,885.32</b>	<b>9,947.92</b>	<b>775.60</b>	<b>-</b>	<b>287.00</b>	<b>1,062.60</b>
<b>Financial liabilities</b>								
<b>Current</b>								
(i) Short term borrowings	-	-	2,647.98	2,647.98	-	-	-	-
(ii) Trade payables	-	-	6,916.80	6,916.80	-	-	-	-
(iii) Other financial liabilities	-	-	2,035.52	2,035.52	-	-	-	-
	<b>-</b>	<b>-</b>	<b>11,600.30</b>	<b>11,600.30</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 Financial instruments – Fair values and risk management (Contd.)

31 March 2025	Carrying amount				Fair Value			
	FVTOCI	FVTPL	Amortised Cost (not measured at fair value)	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non-Current								
(i) Investments	1,625.60	-	-	1,625.60	1,343.20	-	282.40	1,625.60
(ii) Other financial assets	-	-	307.98	307.98	-	-	-	-
Current								
(iii) Trade receivables	-	-	7,600.66	7,600.66	-	-	-	-
(iv) Cash and cash equivalents	-	-	724.19	724.19	-	-	-	-
(v) Bank balances other than (iv) above	-	-	50.23	50.23	-	-	-	-
	<b>1,625.60</b>	<b>-</b>	<b>8,683.06</b>	<b>10,308.66</b>	<b>1,343.20</b>	<b>-</b>	<b>282.40</b>	<b>1,625.60</b>
Financial liabilities								
Current								
(i) Short term borrowings	-	-	4,111.07	4,111.07	-	-	-	-
(ii) Trade payables	-	-	5,273.15	5,273.15	-	-	-	-
(iii) Other financial liabilities	-	-	2,466.56	2,466.56	-	-	-	-
	<b>-</b>	<b>-</b>	<b>11,850.78</b>	<b>11,850.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### B. Measurement of fair values

#### Fair value hierarchy/Valuation technique

No financial instruments are recognised and measured at fair value, except derivative contracts which are measured at fair value through Statement of profit and loss and certain investments in equity instruments which are measured at fair value through OCI.

For all the financial assets and liabilities referred above that are measured at amortised cost, their carrying amounts are reasonable approximations of their fair values. The carrying amounts of loans, trade receivables, trade payables, cash and cash equivalents, other bank balances, other financial assets, other financial liabilities are considered to be the same as their fair values due to their short term nature.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Investments in quoted equity shares are measured at fair value through other comprehensive income using quoted market price as at reporting date. These instruments are classified as level 1. For investments in non quoted equity shares the Company obtained Independent Valuations of underlying assets of the entity to determine the fair value of Land and Building and arrived at fair value of its investments. These instruments are classified as level 3.

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 Financial instruments – Fair values and risk management (Contd.)

Level 1: This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (For example, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

### Valuation techniques and significant unobservable inputs (for level 2 and level 3 instruments)

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
Un-quoted investments	Valuation of underlying assets of the entity	Market rate used for valuation	10% increase (decrease) would result in increase (decrease) in fair value by ₹ 28.70 lakhs. (31 March 2025 : ₹ 28.24 lakhs)

### Reconciliation of fair value measurement of investment in unquoted equity instrument classified as FVTOCI (Level 3):

The following table shows a reconciliation from the opening balances to closing balances for Level 3 fair value.

	As at 31 March 2026	As at 31 March 2025
Opening balances	282.40	269.42
Remeasurement recognised in OCI	4.60	12.98
<b>Closing balances</b>	<b>287.00</b>	<b>282.40</b>

## C. Financial risk management

### Risk management framework

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risks. The Company's senior management and key management personnel have the ultimate responsibility for managing these risks. The Company has a process to identify and analyse the risks faced by the Company, to set appropriate risk limits and to control and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

#### i Management of the credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

#### Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large. All trade receivables are reviewed and assessed for default on a regular basis. The historical experience of collecting receivables, supported by the level of default, is that the credit risk is low.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 Financial instruments – Fair values and risk management (Contd.)

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. The Company assesses and manages credit risk based on the Company's credit policy. Under the Company's credit policy, each new customer is analysed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered. The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company's trade receivables are geographically dispersed. The Management do not believe there are any particular customers or group of customers that would subject the Company to any significant credit risks in the collection of accounts receivable.

The carrying amount of trade receivables represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 7,487.19 lakhs and ₹ 7,600.66 lakhs as at 31 March 2026 and 31 March 2025 respectively.

(Refer Note 9)

### Following is the movement in Provision for Expected credit loss on trade receivables:

	As at 31 March 2026	As at 31 March 2025
Opening balance	3.46	6.04
(Reversal of impairment loss) / Impairment loss recognised	-	(2.58)
Amounts written off	1.18	-
<b>Closing balance</b>	<b>4.64</b>	<b>3.46</b>

### Cash and cash equivalents

The Company is also exposed to credit risks arising on cash and cash equivalents and term deposits with banks. The Company believes that its credit risk in respect of cash and cash equivalents and term deposits is insignificant as funds are invested in term deposits at pre-determined interest rates for specified period of time. For cash and cash equivalents and other bank balances, only high rated banks are accepted.

### Other Financial Assets:

The Company periodically monitors the recoverability and credit risks of its other financial assets including employee loans, deposits and other receivables. The Company evaluates 12 month expected credit losses for all the financial assets for which credit risk has not increased. In case credit risk has increased significantly, the Company considers life time expected credit losses for the purpose of impairment provisioning.

### Following is the movement in Provision for Expected credit loss on Other non-current and current assets:

	As at 31 March 2026	As at 31 March 2025
Loss allowance at the beginning of the year	60.58	28.32
Changes in allowance during the year	-	32.26
Loss allowance as at the end of the year	60.58	60.58

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

### 36 Financial instruments – Fair values and risk management (Contd.)

#### ii Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintains a cautious funding strategy. This is the result of cash generated from the business. Cash flow from operating activities provides the funds to service the working capital requirement. The Company also has adequate borrowings limits/funding from long term/short term sources. Accordingly, low liquidity risk is perceived.

#### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

	Contractual cash flows				
	Carrying amount	Total	Less than 1 year	1- 5 years	More than 5 years
<b>As at 31 March 2026</b>					
<b>Non-derivative financial liabilities</b>					
Short term borrowings	2,647.98	2,647.98	2,647.98	-	-
Trade payables	6,916.80	6,916.80	6,916.80	-	-
Other financial liabilities	2,035.52	2,035.52	2,035.52	-	-
Lease liabilities	1,027.96	1,182.72	412.58	770.14	-
<b>As at 31 March 2025</b>					
<b>Non-derivative financial liabilities</b>					
Short term borrowings	4,111.07	4,111.07	4,111.07	-	-
Trade payables	5,273.15	5,273.15	5,273.15	-	-
Other financial liabilities	2,466.56	2,466.56	2,466.56	-	-
Lease liabilities	1,299.37	1,575.65	392.93	1,182.72	-



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 36 Financial instruments – Fair values and risk management (Contd.)

### iii Market risk - Currency risk

The Company's operations result in it being exposed to foreign currency risk on account of trade receivables, trade payables and borrowings. The foreign currency risk may affect the Company's income and expenses, or its financial position and cash flows. The objective of the Company's management of foreign currency risk is to maintain this risk within acceptable parameters, while optimising returns. The Company's exposure to, and management of these risks is explained below:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in lakhs, are as follows:

	As at 31 March 2026		As at 31 March 2025	
	Foreign currency Amount	Amount in ₹	Foreign currency Amount	Amount in ₹
<b>Receivables</b>				
USD	2.87	271.78	4.58	392.31
<b>Payables</b>				
YEN	960.21	568.92	753.25	427.47
USD	2.28	215.96	1.11	94.73
GBP	0.13	16.40	-	-

	As at 31 March 2026		As at 31 March 2025	
	Foreign currency Amount	Amount in ₹	Foreign currency Amount	Amount in ₹
<b>Net exposure</b>				
USD	0.59	55.82	3.48	297.58
EURO	-	-	-	-
GBP	(0.13)	(16.40)	-	-
YEN	(960.21)	(568.92)	(753.25)	(427.47)

A 10% strengthening/weakening of the respective foreign currencies with respect to functional currency of the Company would result in increase or decrease in profit or loss and equity as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

	Profit or (loss)/ Equity	
	As at 31 March 2026	As at 31 March 2025
<b>Currencies (increase in rate by 10%)</b>		
USD	5.58	29.76
YEN	(56.89)	(42.75)
GBP	(1.64)	-
	<b>(52.95)</b>	<b>(12.99)</b>

If the rate is decreased by 10% then there will be increase in profit and equity of ₹ 52.95 lakhs for the year ended 31 March 2026 and increase in profit and equity of ₹ 12.99 lakhs for the year ended 31 March 2025.

## Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

### 36 Financial instruments – Fair values and risk management (Contd.)

#### iv Market risk - Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term borrowings (excluding commercial paper) with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Interest rate exposure:	Total borrowings	Floating rate borrowings	Fixed rate borrowings
Term loan and short term borrowings	2,647.98	2,647.98	-
<b>Total as at 31 March 2026</b>	<b>2,647.98</b>	<b>2,647.98</b>	-
Term loan and short term borrowings	4,111.07	4,111.07	-
<b>Total as at 31 March 2025</b>	<b>4,111.07</b>	<b>4,111.07</b>	-

Interest rate sensitivities for unhedged exposure (impact on profit on increase of interest rate by 100 bps):

Particulars	As at 31 March 2026	As at 31 March 2025
Term loan and short term borrowings	(26.48)	(41.11)

If the rate is decreased by 100 bps profit will increase by an equal amount. Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period.

#### v Market risk - Other market price risks

The Company is exposed to equity price risk, which arises from Fair Value through Other Comprehensive Income (FVOCI) equity securities which are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India. For such investments, classified as FVOCI, a 2% increase in the BSE index at 31 March 2026 would have increased equity by ₹ 15.51 lakhs (31 March 2025 : ₹ 26.86 Lakhs); an equal change in the opposite direction would have decreased equity by ₹ 15.51 lakhs (31 March 2025 : ₹ 26.86 lakhs).

### 37 Operating Segments

The Company is in the business of manufacturing, trading and selling of stationery. It manufactures and sells scholastic products, writing instruments, notebooks, marker pens, inks, fine-art colours and accessories, hobby colours, pencils and other stationery products. The Management is of the view that the risks and returns for these products are not significantly different. Accordingly, the Company has a single reportable segment i.e. 'Consumer products' as per Ind AS 108 'Operating Segments' which is reviewed by Chief Operating Decision Maker (CODM). The Chief Executive Officer / Managing Director along with Senior Corporate Officers Committee is the CODM of the Company. Further, export sales are not significant and there is no reportable secondary segment.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 38 Ind AS 115 – Revenue from Contracts with Customers

(A) The Company is in the business of manufacturing, trading and selling of stationery. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery depending on the contractual terms with the customers. Accruals for discounts/incentives are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established and the Company does not give significant credit period resulting in no significant financing component.

### (B) Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:

	Year ended 31 March 2026	Year ended 31 March 2025
Revenue from contracts with customer as per Contract price	85,996.87	81,146.60
Less: Discounts, incentives, rebates	5,181.50	4,756.16
Less:- Sales Returns /Credits / Reversals	477.31	392.84
Revenue from contracts with customer as per statement of profit and loss	<b>80,338.06</b>	<b>75,997.60</b>

Disaggregation of revenue from contract with customers :

	Year ended 31 March 2026	Year ended 31 March 2025
<b>Geography</b>		
Domestic	77,942.75	73,393.81
Exports	2,395.31	2,603.79
<b>Total</b>	<b>80,338.06</b>	<b>75,997.60</b>
<b>Sales channel</b>		
Distributors or dealers (including exports)	75,546.19	71,749.09
Modern trade	4,791.87	4,248.51
<b>Total</b>	<b>80,338.06</b>	<b>75,997.60</b>
<b>Product Category</b>		
Fine Art and Hobby	14,901.26	14,040.64
Ink and Adhesives	4,576.07	4,454.97
Office and Scholastic	36,717.42	34,629.87
Paper Stationery	10,968.12	11,314.16
Technical Instruments	5,424.79	5,276.11
Writing Instruments	12,931.90	11,038.01
Less: Discounts, incentives, rebates	(5,181.50)	(4,756.16)
<b>Total</b>	<b>80,338.06</b>	<b>75,997.60</b>

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 38 Ind AS 115 – Revenue from Contracts with Customers (Contd.)

### (C) Performance obligation

Revenue from sale of goods measured upon satisfaction of performance obligation which is at a point of time when the control of goods is transferred to the customer, generally on delivery of goods. Payment terms are generally in the range of advance to 120 days.

	Year ended 31 March 2026	Year ended 31 March 2025
<b>Revenue by time</b>		
Revenue recognised at point in time	80,338.06	75,997.60
Revenue recognised over time	-	-
<b>Total</b>	<b>80,338.06</b>	<b>75,997.60</b>

### (D) Contract liability (advance from customers)

	Year ended 31 March 2026	Year ended 31 March 2025
Advance from customers	38.98	8.41

The contract liability outstanding at the beginning of the year has been recognised as revenue during the year. Contract liability of the current year will be recognised as revenue in the coming 12 months.

## 39 Corporate social responsibility expenditure

As per Section 135 of the Companies Act, 2013, the Company has formed a Corporate Social Responsibility (CSR) Committee. The CSR Committee approved CSR Policy where certain focus areas out of list of activities covered in Schedule VII of the Companies Act, 2013, have been identified to incur CSR expenditure.

	Year ended 31 March 2026	Year ended 31 March 2025
Accrual towards unspent obligations in relation to:		
Ongoing project	-	-
Other than ongoing project	-	-
(a) Gross amount required to be spent by the Company during the year as per section 135 of the act	65.27	55.60
(b) Amount approved by the Board to be spent during the year	65.27	55.60
(c) Amount of expenditure incurred	65.54	55.60
(d) Shortfall at the end of the year	-	-
(e) Total of previous years shortfall	-	-
(f) Reason for shortfall	Not applicable	Not applicable
(g) Nature of CSR activities		
Contribution towards setting up a Science Lab in a Junior College	37.06	48.79
Contribution towards Swachh Bharat Kosh	-	0.31
Contribution towards education of underprivileged girls in India	6.50	6.50
Contribution towards Shiksha Vikas	3.67	-
Contribution towards vaccination drive	13.50	-
Contribution towards sports activity	3.81	-
Contribution towards Education trust	1.00	-
(h) Details of related party transactions	-	-
(i) Provision is made with respect to a liability incurred by entering into a contractual obligation	-	-



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 40 Financial ratios

Particulars	Numerator	Denominator	For the Year ended 31 March 2026	For the Year ended 31 March 2025	% of variance	Explanation for change in the ratio by more than 25%
<b>Liquidity Ratio</b>						
Current Ratio (times)	Current Assets	Current Liabilities	2.19	1.97	11%	-
<b>Solvency Ratio</b>						
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.08	0.14	-39%	There has been significant decrease in the total debts of the Company resulting into lower Debt-Equity ratio.
Debt Service Coverage Ratio (in times)	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Interest + Lease Payments + Repayment of Long-term debt excluding prepayments	9.04	4.85	86%	There has been significant increase in net profit and decrease in total debts of the Company resulting into higher debt service coverage ratio. (Refer Note 43)
<b>Profitability ratio</b>						
Net Profit Ratio (%)	Profit After Tax	Total Sales	3.08	0.76	302%	There has been a significant increase in the Company's net profit compared to previous year (Refer Note 43) and increase in revenues in current year.
Return on Equity Ratio (%)	Profit After Tax - Preference Div. (if any)	Average Shareholder's Equity	7.94	1.95	308%	
Return on Capital employed (%)	Earning before interest and tax	Net worth + Current and Non current borrowings + Deferred tax liability	10.45	3.87	170%	
Return on Investment (in times)	Net return on Investment	Cost of Investment	(15.35)	17.51	-188%	The market value of quoted investment has gone down in current year and Company has registered a loss on investment as compared to previous year resulting in a negative return on investment.
<b>Utilization Ratio</b>						
Trade Receivables turnover ratio (times)	Revenue from sale of products	Average Trade Receivables	10.65	9.58	11%	-
Inventory turnover ratio (in times)	Cost of goods sold or Sales	Average Inventory	3.12	2.88	8%	-
Trade payables turnover ratio (in times)	Net credit purchases	Average Trade Payables	8.43	7.57	11%	-
Net capital turnover ratio (in times)	Revenue from sale of products	Average Working Capital	5.63	5.76	(2)%	

# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

## 41 Disclosure of Intermediaries

- a** The Company has not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- (a) directly or indirectly lend or Invest in other persons or entities Identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries"); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b** The Company has not received any funds from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- (a) directly or indirectly, lend or invest In other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries"); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## 42 Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act, 2013

- i) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- ii) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- iii) Charges or satisfaction which are yet to be registered with Registrar of Companies beyond the satisfactory period.

Charge holder's name	Amount in lakhs	Status
Ford Credit Kotak Mahindra Limited	14.66	There is no outstanding liability w.r.t. these charges. The procedures of updating of Register of Charges for satisfaction of charge is yet to be completed with the Registrar of Companies.
ICICI Bank Ltd.	46.27	
Kotak Mahindra Primus Ltd.	14.64	
	<b>75.57</b>	

- iv) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- v) The Company has not surrendered or disclosed any such transaction which is not recorded in the books of accounts as Income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- vi) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vii) The Company does not have any such transaction which are not recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Company has not revalued its property, plant and equipment's and intangible assets and investment property.



# Notes to financial statements

for the year ended 31 March 2026 (Contd.)

(Currency : Indian Rupees in Lakhs)

**43** During the previous year ended 31 March 2025, loss of ₹ 2,356.81 lakhs representing shortage of physical inventory was recognised as ₹ 1,032.44 lakhs in cost of material consumed (including indirect taxes ₹ 212.52 lakhs) and ₹ 1,324.37 lakhs in changes in inventories. No adjustment was made for prior year's impact, if any, as the period wise and cumulative impact of the shortage on prior periods was not precisely ascertainable.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kokuyo Camlin Limited

CIN : L24223MH1946PLC005434

**Maulik Jhaveri**

Partner

Membership No: 116008

**Satish Veerappa**

Managing Director

DIN: 00507955

**Nandini Chopra**

Non- Executive Director

DIN: 07891312

**Dilip Dandekar**

Chairman & Non-Executive Director

DIN: 00846901

**Nilesh Kumar Choudhary**

Chief Financial Officer

Membership No: 061211

**Vipul Bhoy**

Company Secretary &

Compliance Officer

Membership No: 44964

**Shriram Dandekar**

Vice Chairman & Non-Executive Director

DIN: 01056318

Mumbai: 15 May 2026

Mumbai: 15 May 2026



**KOKUYO CAMLIN LIMITED**

A SUBSIDIARY OF KOKUYO CO. LTD., JAPAN  
CIN: L24223MH1946PLC005434

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