



KOKUYO CAMLIN LIMITED

CIN: L24223MH1946PLC005434

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

E-mail: investorrelations@kokuyocamlin.com website www.kokuyocamlin.com

Tel: 022-6655 7000 Fax: 022-28366579

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, Kokuyo Camlin Limited ('the Company') is seeking consent of its members for special resolutions in respect of the following:

1. Re-appointment of Mr. Shriram S. Dandekar (DIN: 01056318) as Director in whole-time employment designated as 'Vice- Chairman & Executive Director' for the period of one (1) year effective from 1st February 2022 to 31st January, 2023 and remuneration payable to him.
2. Remuneration payable to Mr. Satish Veerappa, Manager designated as 'Chief Executive Officer' (CEO) for a period effective from 1st January, 2022 to 31st December, 2024.

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

The proposed special resolutions alongwith the explanatory statement setting out material facts and reasons thereof are appended for your consideration.

The Board of Directors of the Company, at its meeting held on 28th January, 2022 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswini Jugal, Partner of M/s. JHR & Associates as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

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

Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman & Non-Executive Director of the Company. The results will be declared on or before 26th March, 2022 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at www.kokuyocamlin.com.

SPECIAL BUSINESS:

- 1. RE-APPOINTMENT OF MR. SHRIRAM S. DANDEKAR (DIN: 01056318) AS A DIRECTOR IN WHOLE-TIME EMPLOYMENT DESIGNATED AS 'VICE-CHAIRMAN & EXECUTIVE DIRECTOR' FOR A PERIOD OF ONE (1) YEAR EFFECTIVE FROM 1ST FEBRUARY, 2022 TO 31ST JANUARY, 2023 AND REMUNERATION PAYABLE TO HIM.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 202, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to collectively as "Act"), Articles of Association of the Company and other applicable provisions/ regulations , if any, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Shriram S. Dandekar (DIN: 01056318) as Director in the Whole-time employment, designated as 'Vice-Chairman and Executive Director' (whose term of office shall not be liable to retirement by rotation) for a period of one (1) year with effect from 1st February, 2022 and he shall be entitled to receive a monthly salary of Rs. 6,73,486/- plus house rent allowance, perquisites and other allowances and benefits (collectively called "Total Remuneration") as recommended by the Remuneration and Nomination Committee and as set out in the explanatory statement annexed hereto and also as set out in the agreement to be executed between the Company and Mr. Shriram S. Dandekar, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment, as may be agreed to between the Board of Directors and Mr. Shriram S. Dandekar.

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

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Shriram S. Dandekar, Vice-Chairman and Executive Director of the Company in excess of the limits specified under the said Regulation 17(6)(e), during the tenure of his appointment from 1st February, 2022 to 31st January, 2023.

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

2. REMUNERATION PAYABLE TO MR. SATISH VEERAPPA, MANAGER DESIGNATED AS ‘CHIEF EXECUTIVE OFFICER’ (CEO) FOR A PERIOD EFFECTIVE FROM 1ST JANUARY, 2022 TO 31ST DECEMBER, 2024:

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

“RESOLVED THAT with reference to earlier special resolution passed by the Members by way of postal ballot on December 23, 2021 for re-appointment of Mr. Satish Veerappa as Manager designated as Chief Executive Officer (CEO) as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to collectively as “Act”) and pursuant to the provisions of Sections 197, 198, 202 and other applicable provisions, if any, read with Schedule V of the Act, consent of the members be and is hereby accorded for payment of remuneration to Mr. Satish Veerappa for the further period effective from 1st January, 2022 to 31st December, 2024 and that he shall be entitled to receive a monthly salary of Rs. 6,79,900/- plus house rent allowance, perquisites and other allowances, maximum variables, long term incentives and benefits (collectively called “total Remuneration”) on the terms and conditions as recommended by the Remuneration and Nomination Committee and as set out in the explanatory statement annexed hereto and also as set out in the Agreement executed between the Company and Mr. Satish Veerappa, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said Agreement in such manner, as may be agreed to between the Board of Directors and Mr. Satish Veerappa.

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

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

Regd. Office:

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

By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle

**Vice President (Corporate)
& Company Secretary**

Dated : 28th January, 2022.

Notes:

1. The Explanatory Statement as required under Section 102 and 110 of the Companies Act, 2013, in respect of the business referred in Item nos. 1 and 2 is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 18th February, 2022. In compliance with MCA circulars the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding).
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 18th February, 2022 will be considered for the purpose of voting. A person who is not a member as on cut-off date should treat this notice of Postal Ballot for information purpose only.
4. Resolution passed by the Members through postal ballot is deemed to be passed as if it has been passed at a General Meeting of the Members.
5. Details in respect of the Director seeking re-appointment, forms integral part of the notice and is given in the Annexure B to the Notice. The Director has furnished the requisite declarations for his re-appointment.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 18th February, 2022. The postal ballot period commences from Wednesday, 23rd February, 2022 (9:00 A.M) and ends on Thursday, 24th March, 2022 (5:00 P.M).
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged

by NSDL.

The details of the process and manner for remote e-voting are explained herein below:




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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1 Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4 Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1 Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2 After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3 If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4 Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@jhrasso.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@kokuyocamlin.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@kokuyocamlin.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Regd. Office:

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

Dated : 28th January, 2022.

By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle
Vice President (Corporate)
& Company Secretary

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

Item No. 1:

The Company had appointed Mr. Shriram S. Dandekar as Director in whole-time employment designated as 'Vice-Chairman & Executive Director', and approved his remuneration, for the period of one (1) year with effect from 1st February, 2021 to 31st January, 2022 by passing a Special Resolution through Postal Ballot on 25th March, 2021.

The Company now proposes to re-appoint Mr. Shriram S. Dandekar as Director in whole-time employment designated as 'Vice-Chairman & Executive Director' for the further period of one (1) year with effect from 1st February, 2022. The said appointment and his remuneration were also approved by the Remuneration and Nomination Committee, at its meeting held on 25th January, 2022 and by the Audit Committee and the Board of Directors at their meeting held on 28th January, 2022 subject to approval of the Members.

Mr. Shriram S. Dandekar is not disqualified from being appointed as Director in terms of section 164 of the Act and has given consent to act as Whole-time Director designated as 'Vice-Chairman & Executive Director' of the Company whose term of office shall not be liable to retirement by rotation.

Regulation 17(6)(e) of the Listing Regulations prescribes that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in general meeting, if – i) the annual remuneration payable to such Executive Director exceeds rupees 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity: Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director. Mr. Dilip D. Dandekar (Executive Director up to 31st August, 2021) and Mr. Shriram S. Dandekar, Executive Director, are the Promoters and their aggregate annual remuneration upto 31st March 2022 exceeds 5% of the net profits of the Company. Further, the remuneration payable to Mr. Shriram Dandekar for the period from 1st April, 2022 to 31st January, 2023 exceeds 2.5% of the net profits (loss) of the Company. In this regard, approval of the Shareholders is being sought by way of Special Resolution for the payment of remuneration to Mr. Shriram S. Dandekar for his tenure effective from 1st February 2022.

The material terms of remuneration as contained in the agreement to be executed between the Company and the Wholetime Director Mr. Shriram S. Dandekar are given below:

I. SALARY:

Salary shall be Rs.6,73,486/- per month.

II. HOUSE RENT ALLOWANCE (HRA):

House rent allowance shall be Rs.1,37,500/- per month.

III. PERQUISITES AND OTHER ALLOWANCES:

Perquisites and other allowance shall be Rs.14,70,000/- per annum.

In addition to salary and house rent allowance, he shall be entitled to perquisites and other allowances such as gas, electricity, water, furnishing and repairs, medical reimbursement/allowance, leave travel concession, for himself and his family, club fees, provision of car with driver, telephone/fax facilities and benefit of personal accident insurance scheme and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors/Remuneration and Nomination Committee and Mr. Shriram S. Dandekar.

Perquisites and other allowances shall be evaluated as per Income Tax Rule, wherever applicable. In the absence of any such rules, they shall be evaluated at actual cost.

Note that each of the above terms (i.e Salary, HRA, Perquisites and Other Allowances) are same as the ones approved by the Members (By Special Resolution passed through Postal Ballot on 25th March, 2021) for his previous tenure which ended on 31st January, 2022.

No change has been proposed.

IV. PROVIDENT FUND, SUPERANNUATION, GRATUITY FUND AND LEAVE ENCASHMENT:

In addition to salary, house rent allowance and perquisites and other allowances, he shall be entitled to Company's contribution to Provident Fund and Superannuation Fund as per the rules of the Company.

Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

V. TOTAL REMUNERATION:

The aggregate of the remuneration including contribution towards Provident Fund, Superannuation and Gratuity Fund, payable to him shall be calculated in accordance with the provisions of Sections 197 of the Act, read with Schedule V thereof amended from time to time.

VI. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in any financial year of the Company during the term of Mr. Shriram S. Dandekar, the minimum remuneration payable to him shall be by way of salary, house rent allowance, perquisites and other allowances as set above but, in any event, subject to the provisions of Section 197 of the Act and subject to compliances required under Schedule V of the Act, as may be amended from time to time.

In view of inadequate profits of the Company, the above mentioned remuneration paid/ payable to Mr. Shriram S. Dandekar requires approval of members under Schedule V read with the provisions of the Act. Accordingly, the information as required under Schedule V of the Act with reference to the special resolution is set out at Annexure A.

Details as required under Section 196 (4) of the Act, Regulation 36(3) of Listing Regulations, 2015 and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, have been given in Annexure B for the information of the members.

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

The Directors recommend the special resolution no.1 for your approval.

Item No. 2:

The Company had re-appointed Mr. Satish Veerappa as 'Manager' designated as Chief Executive Officer (CEO) for a period effective from 1st November, 2021 to 31st December, 2024 and also approved the remuneration payable to him up to 31st December, 2021 by way of passing special resolution through Postal Ballot dated on 23rd December 2021.

The Company now proposes to pay the remuneration to Mr. Satish Veerappa, Manager designated as CEO for the balance period effective from 1st January, 2022 to 31st December, 2024. The remuneration has been approved by the Remuneration and Nomination Committee, Audit Committee and Board of Directors at their meetings held on 15th December, 2021 subject to the approval of members.

The material terms of the remuneration effective from 1st January, 2022 to 31st December, 2024 as contained in the agreement executed between the Company and Mr. Satish Veerappa are given below:

I. SALARY:

Monthly salary of Rs. 6,79,900/- .

II. HOUSE RENT ALLOWANCE (HRA):

House Rent Allowance of Rs. 2,64,400/- per month.

III. PERQUISITES AND OTHER ALLOWANCES:

He shall be entitled to

- Medical of Rs. 2,36,000/- per month.
- Leave Travel Allowance of Rs. 33,000/- per month.

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

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

IV. MAXIMUM VARIABLE

He shall be entitled to Maximum variable of Rs. 79,80,000/- per annum.

V. LONG TERM INCENTIVE

Long term incentive of Rs. 1.00 Crore shall be paid post 31st December, 2024 as under

- Retention Bonus Rs . 30.00 Lacs.
- Performance Linked Incentives Rs.70.00 Lacs

The above Maximum Variable and Long Term Incentive will be paid on the basis of criteria fixed by the Remuneration and Nomination Committee/Board of Directors from time to time.

IV. PROVIDENT FUND, GRATUITY FUND AND LEAVE ENCASHMENT:

In addition to salary, house rent allowance and perquisites and other allowances, Maximum Variable and Long Term Incentives, he shall be entitled to Company's contribution to Provident Fund as per the rules of the Company.

Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

V. TOTAL REMUNERATION:

The aggregate of the remuneration including contribution towards Provident Fund, Family Pension Scheme and Gratuity Fund, payable to him taken together shall be calculated in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof amended from time to time.

VI. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in any financial year of the Company during the term of Mr. Satish Veerappa, the minimum remuneration payable to him shall be by way of salary, house rent allowance, perquisites and other allowances, Maximum Variable and Long Term Incentives as set above but, in any event, subject to the provisions of Section 197 of the Companies Act, 2013 and subject to compliances required under Schedule V of the Companies Act, 2013 as may be amended from time to time.

In view of loss of the Company, the above mentioned remuneration paid/ payable to Mr. Satish Veerappa requires approval of members under Schedule V read with the provisions of the Act. Accordingly, the information as required under Schedule V of the Act with reference to the special resolution is set out at Annexure A.

None of the Directors/ Key Managerial Personnel (KMP) of the Company and their relatives except Mr. Satish Veerappa are concerned or interested in this resolution.

The Directors recommend the Special Resolution No.2 for your approval.

Regd. Office:

Kokuyo Camlin Limited

CIN: L24223MH1946PLC005434

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

Andheri (East), Mumbai - 400 093.

Dated : 28th January, 2022.

By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle

Vice President (Corporate)

& Company Secretary

Annexure – A

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

I. GENERAL INFORMATION:

i. Nature of Industry:

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

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

The Company was incorporated on 24th December 1946 as a Private Limited Company and has been operative since then

iii. Financial Performance based on given indicators – (Rs. In Lakhs)

Sr. No.	Particulars	2020-21	2019-20	2018-19
1	Revenue from operations (Net)	40312.37	63403.49	68877.20
2	Profit /(Loss) before tax	(1816.29)	878.45	2274.14
3	Profit / (Loss) after tax	(1461.84)	435.62	1520.33

iv. Foreign Investments or Collaborations, if any.

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

Kokuyo Co. Ltd., Japan, Promoters and also our holding Company have invested Rs. 16,168 Lakhs by way of Equity shares. These FDI Investment were made against preferential allotment and rights Issue.

II. INFORMATION ABOUT THE APPOINTEE:

i. Background Details:

Mr. Satish Veerappa, (49) is B.E. (Electronics) from UVCE Bangalore University and also completed PGDM from Indian Institute of Management, Calcutta.

Mr. Shriram S. Dandekar (61) M. Sc., M.B.A is one of the promoter of the company. He is associated with the Company since 1983 and was later appointed as 'Executive Director' from 1st January, 1993. The Board of Directors of the Company in its meeting held on 1st February, 2013 had appointed Mr. Shriram S. Dandekar as 'Vice-Chairman & Executive Director' of the Company.

ii. Past Remuneration:

Sr No	Name of Wholetime Director/Manager	Rs in Lacs
1	Mr. Shriram S. Dandekar- Vice Chairman & Executive Director	109.80
2	Mr. Satish Veerappa-Manager Designated as CEO	88.45

iii. Recognition & Awards:

Not applicable.

iv. Job Profile and his suitability:

Mr. Shriram S. Dandekar has wide experience of 37 years in the field Business Expansion, Diversification, Research and Development, Product Development, Business Planning and Marketing. With his long standing experience and knowledge he has successfully and in a sustained way contributed towards the growth of the company.

Mr. Satish Veerappa has over 23 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development. Prior to this he was working with Shell India as Vice President Sales – B2C Lubricants since 2013.

v. Remuneration Proposed:

As stated in the Explanatory Statement.

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

Taking into consideration, the size of the Company and the profile of Mr. Shriram S. Dandekar and Mr. Satish Veerappa, the responsibilities to be shouldered by them and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level Directors /Managers respectively in other Companies.

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

Besides the contract of employment proposed between Company and Mr. Shriram Dandekar and between the Company and Mr. Satish Veerappa, neither Mr. Shriram Dandekar nor Mr. Satish Veerappa have any other pecuniary relationship with the Company.

Other Directorship

1. Mr. Shriram Dandekar

Name of the Company	Position
Dandekar Investments & Consultants Private Limited	Director

Mr. Shriram S. Dandekar holds 250000 equity shares in the Company.

2. Mr. Satish Veerappa does not hold Directorship in any Company.

Mr. Satish Veerappa does not hold any equity shares in the Company.

III. OTHER INFORMATION:

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

The Company suffered a major loss due to COVID-19 pandemic which caused disruptions in business and overall operations on account of lockdown imposed by the Government.

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

The Company has implemented major steps to reduce operating cost. Cost reduction was achieved through innovative ideas, renegotiations of contracts and strong budgetary controls.

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

Considering the unpredictability around the end date of pandemic, the focus of the Company is towards cutting losses and ensuring that sufficient liquidity is maintained.

IV. Disclosures:

The Agreement entered into between the Company and Mr. Satish Veerappa and the Agreement to be entered into between the Company and Mr. Shriram Dandekar which set out the terms and conditions of the remuneration / re-appointment are available for inspection of the members of the Company at its Registered Office situated at 48/2, Hilton House, Central Road, MIDC, Andheri (E), Mumbai - 400 093 between 11.00 a.m. to 1.00 p.m. on any working day of the Company upto the last date of e-voting i.e 24th March, 2022.

Regd. Office:

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

By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle

Vice President (Corporate)

& Company Secretary

Dated : 28th January, 2022.

Annexure – B

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

Name	Shriram S. Dandekar
Director Identification Number	01056318
Age	61
Date of first Appointment on the Board	23rd September, 1992
Experience in Specific Functional Area	Over 37 years of wide experience in the field of Research and Development, Product Development, Business Planning and Marketing.
Qualifications	M.Sc. M.B.A
Terms and Conditions of Appointment / Re- appointment	As per item No.1 of the Explanatory Statement
Details of remuneration sought to be paid	As per item No.1 of the Explanatory Statement
Last drawn remuneration	As per point II ii of Annexure A.
Relationship with other Directors and Key Managerial Personnel	Nil
Directorship in other Companies	Dandekar Investments & Consultants Private limited.
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil
No. of Shares held in the Company	250000
Number of meetings of the Board attended during the year	7

Regd. Office:

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By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle

Vice President (Corporate)

& Company Secretary

Dated : 28th January, 2022.