

21<sup>st</sup> July, 2014

**To**

**Mr. Ramanathan Sriram**

**APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Dear Sir,

We are pleased to inform you that, your appointment as an Independent Director, of our Company was approved by the shareholders of the Company in its meeting held on 17<sup>th</sup> day of July, 2014.

The said appointment is for a term of five (5) consecutive years which will end on 31<sup>st</sup> March, 2019. Your appointment as an Independent Director is pursuant to Section 149 and Schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement (as amended from time to time).

Your appointment is subject to satisfying the criteria of being an independent director in terms of section 149 and schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement with The Stock Exchanges where the Company's Shares are listed i.e. BSE Ltd and The National Stock Exchange and being not disqualified under the applicable regulations.

We would like to take this opportunity of appraising you of the Code of Conduct of Kokuyo Camlin Limited which we have adopted for all Board Members and Senior Management of the Company pursuant to Clause 49 of the listing Agreement referred to above.

Pursuant to all the above mentioned regulations, all Board Members and Senior Management Personnel affirm compliance with the Code of Conduct of Kokuyo Camlin Limited on annual basis and the Annual Report of the Company shall contain a declaration to this effect signed by the CEO of the Company.

Apart from complying with the Code of Conduct, the Board has envisioned a role for itself as under:

**Role of the Board**

The board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the Company's shares. Having regarded to its role the board directs, and supervises the management of, the business and affairs of the Company.

In the normal course of business, day to day management of the company is left in the hands of the management.

All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the affairs of the Company. All directors, whether non-executive or executive, have the similar general legal responsibilities.

## **Timing and Location of Board Meetings, and Time Commitment**

The board normally meets every Quarter and holds additional meetings as the occasion requires. Meetings usually take place in Mumbai. The duration of each meeting typically runs to half a day.

In addition to routine Board meetings, the Director should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

## **Remuneration**

The Board determines the level of remuneration paid to its non-executive members within any limitations imposed by shareholders. Currently, Non-Executive Directors are being paid sitting fees of Rs 25,000/- for attending Board /Audit Committee meeting and Rs 10,000/- for attending any meeting of the other committees where he is a member.

The directors will be eligible for any further remuneration in accordance with criteria as approved by the Board of Directors on the remuneration, as recommended by the Remuneration and Nomination Committee within the limit as approved by the shareholders and all the applicable legal provisions.

The Company will reimburse all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

All the remuneration and fee payable shall be subject to applicable tax deduction at source.

## **Committee Involvement**

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board's present committees are the Audit Committee, Remuneration and Nomination Committee and Stake Holder Relationship Committee and Corporate Social Responsibility Committee.

In the event any Director agrees to serve on one or more Board committees this will be addressed by a separate process setting out any supplemental fees payable, and ensuring that they are made aware of the committee's terms of reference and the responsibilities involved. You are currently appointed as a member in the following committees:

- 1- Audit Committee
- 2- Stake Holder Relationship Committee
- 3- Corporate Social Responsibility Committee

## **Duties and Liabilities**

The duties and liabilities that come with your appointment would be as per the applicable laws as mentioned above, Kokuyo Camlin policies and the Articles of Association.

The Laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and Listing Agreement with the Stock Exchange (as amended from time to time). The Code of independent director as per schedule IV of Companies Act, 2013 and the Code of Conduct as set out by Kokuyo Camlin Limited will have to be followed.

You are also required to make annual disclosure of your interest as per the Companies Act, 2013 (including Rules thereunder) and as when it arrives to the Company.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

### **Technology**

The Company may give consent, by advance notification to the Chairman or Company Secretary to participate in any meeting (s) of the board or committee of directors, when necessary through video conferencing or other visual means, except for matters not to be dealt under the Companies Act, 2013 when necessary. You can also participate through telephone, electronic mail or any other technology which permits you to communicate with every other director, though such participation would not be reckoned as attending the meeting under the Companies Act, 2013 (including Rules thereunder).

### **Board and Individual Director Evaluation Processes**

The performances of the board as a whole, its committees and individual directors will be evaluated annually. Your performance evaluation shall be done without your participation by the other members of the board. In the meantime, there are any matters which cause concern to a Director you should discuss with the Chairman of the Board as soon as possible.

### **Outside Interests Including Directorships**

It is accepted and acknowledged that a Director may have business interests other than those of the Company. These are required to be conveyed to the Company Secretary as soon as possible to arrange for such interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each director's meeting. The Director has also to ensure that the Company Secretary is kept informed of any changes in the interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with his performance as a director of the Company.

### **Prohibition on Insider Trading in the Company**

All the directors are required to follow the Kokuyo Camlin Limited Prevention of Insider Trading Policy and the requirements under the Companies Act, 2013 (including Rules thereunder) and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

### **Access to Independent Professional Advice**

All directors are expected to remain up to date on how to best discharge their responsibilities as directors of the Company, including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as directors after first discussing it with the Chairman. Subject to the prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but the Director concerned should ensure, so far as it is practicable, that it is reasonable.

### **Availability of Liability Insurance**

The Company provides all its directors with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as directors. The present amount of the cover is Rs 10 Crores for all Directors & officers.

A copy of the relevant policy is available with the Company Secretary. If a Director wishes to have the cover reviewed, should put forward his / her suggestions to the Company Secretary for being placed before the Board for renegotiation of the Cover.

### **Confidentiality**

All information acquired during the tenure is confidential to the Company and the Director is under an obligation not to disclose either during his tenure or thereafter (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Yours sincerely  
**For Kokuyo Camlin Limited**

**Dilip Dandekar**  
**Chairman & Executive Director**

21<sup>st</sup> July, 2014

**To**

**Mr. Shishir Desai**

**APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Dear Sir,

We are pleased to inform you that, your appointment as an Independent Director, in the Board of our Company is approved by the shareholders of the Company in its meeting held on 17<sup>th</sup> day of July, 2014.

The said appointment is for a term of five (5) consecutive years which ends on 31<sup>st</sup> March, 2019. Your appointment at the Board Meeting and as approved by the shareholders at the General Meeting as an Independent Director is pursuant to Section 149 and Schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement (as amended from time to time).

Your appointment is subject to satisfying the criteria of being an independent director in terms of section 149 and schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement with The Stock Exchanges where the Company's Shares are listed i.e. BSE Ltd and The National Stock Exchange and being not disqualified under the applicable regulations.

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Pursuant to all the above mentioned regulations, all Board Members and Senior Management Personnel affirm compliance with the Code of Conduct of Kokuyo Camlin Limited on annual basis and the Annual Report of the Company shall contain a declaration to this effect signed by the CEO of the Company.

Apart from complying with the Code of Conduct, the Board has envisioned a role for itself as under:

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In the normal course of events, day to day management of the company is left to management.

All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

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### **Remuneration**

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- 1- Audit Committee
- 2- Stake Holder Relationship Committee
- 3- Remuneration and Nomination Committee

### **Duties and Liabilities**

The duties and liabilities that come with your appointment would be as per the applicable laws as mentioned above, Kokuyo Camlin policies and the Articles of Association.

The Laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and Listing Agreement with the Stock Exchange (as amended from time to time). The Code of independent director as per schedule IV of Companies Act, 2013 and the Code of Conduct as set out by Kokuyo Camlin Limited have to followed.

You are also required to make annual disclosure of your interest as per the Companies Act, 2013 (including Rules thereunder) and as when it arrives to the Company.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

### **Technology**

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### **Board and Individual Director Evaluation Processes**

The performances of the board as a whole, its committees and individual directors are evaluated annually. Your performance evaluation shall be done without your participation by the other members of the board. In the meantime, there are any matters which cause concern to a Director you should discuss with the Chairman of the Board as soon as possible.

### **Outside Interests Including Directorships**

It is accepted and acknowledged that a Director may have business interests other than those of the Company. These are required to be conveyed to the Company Secretary as soon as possible to arrange for such interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each director's meeting. The Director has also to ensure that the Company Secretary is kept informed of any changes in the interests so that the interests register can be maintained up to date.

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### **Prohibition on Insider Trading in the Company**

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### **Access to Independent Professional Advice**

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### **Availability of Liability Insurance**

The Company provides all its directors with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as directors. The present amount of the cover is Rs 10 Crores for all Directors & officers.

A copy of the relevant policy is available with the Company Secretary. If a Director wishes to have the cover reviewed, should put forward his / her suggestions to the Company Secretary for being placed before the Board for renegotiation of the Cover.

**Confidentiality**

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We look forward to your association with us.

Yours sincerely  
**For Kokuyo Camlin Limited**

**Dilip Dandekar**  
**Chairman & Executive Director**



21<sup>st</sup> July, 2014

To

**Mr. Hisamaro Garugu**

**APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Dear Sir,

We are pleased to inform you that, your appointment as an Independent Director, in the Board of our Company is approved by the shareholders of the Company in its meeting held on 17<sup>th</sup> day of July, 2014.

The said appointment is for a term of five (5) consecutive years which ends on 31<sup>st</sup> March, 2019. Your appointment at the Board Meeting and as approved by the shareholders at the General Meeting as an Independent Director is pursuant to Section 149 and Schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement (as amended from time to time).

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Apart from complying with the Code of Conduct, the Board has envisioned a role for itself as under:

**Role of the Board**

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### **Duties and Liabilities**

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would not be reckoned as attending the meeting under the Companies Act, 2013 (including Rules thereunder).

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### **Outside Interests Including Directorships**

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### **Prohibition on Insider Trading in the Company**

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### **Availability of Liability Insurance**

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A copy of the relevant policy is available with the Company Secretary. If a Director wishes to have the cover reviewed, should put forward his / her suggestions to the Company Secretary for being placed before the Board for renegotiation of the Cover.

### **Confidentiality**

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We look forward to your association with us.

Yours sincerely  
**For Kokuyo Camlin Limited**

**Dilip Dandekar**  
**Chairman & Executive Director**

21<sup>st</sup> July, 2014

**To**

**Mr. Devendra Kumar Arora**

**APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Dear Sir,

We are pleased to inform you that, your appointment as an Independent Director, in the Board of our Company is approved by the shareholders of the Company in its meeting held on 17<sup>th</sup> day of July, 2014.

The said appointment is for a term of five (5) consecutive years which ends on 31<sup>st</sup> March, 2019. Your appointment at the Board Meeting and as approved by the shareholders at the General Meeting as an Independent Director is pursuant to Section 149 and Schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement (as amended from time to time).

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We look forward to your association with us.

Yours sincerely

**For Kokuyo Camlin Limited**

**Dilip Dandekar**

**Chairman & Executive Director**



21<sup>st</sup> July, 2014

To

**Mr. Venkataraman Sriram**

**APPOINTMENT AS AN INDEPENDENT DIRECTOR**

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All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

**Timing and Location of Board Meetings, and Time Commitment**

The board normally meets every Quarter and holds additional meetings as the occasion requires. Meetings usually take place in Mumbai. The duration of each meeting typically runs to half a day.

In addition to routine Board meetings, the Director should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

### **Remuneration**

The Board determines the level of remuneration paid to its non-executive members within any limitations imposed by shareholders. Currently, Non Executive Directors are being paid sitting fees of Rs 25,000/- for attending Board /Audit Committee meeting and Rs 10,000/- for attending any meeting of the committees where he is a member.

The directors will be eligible for any further remuneration in accordance with criteria as approved by the Board of Directors on the remuneration, as recommended by the Remuneration and Nomination Committee within the limit as approved by the shareholders and all the applicable legal provisions.

The Company will reimburse all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

All the remuneration and fee payable shall be subject to applicable tax deduction at source.

### **Committee Involvement**

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board's present committees are the Audit Committee, Remuneration and Nomination Committee and Stake Holder Relationship Committee and Corporate Social Responsibility Committee.

In the event any Director agrees to serve on one or more Board committees this will be addressed by a separate process setting out any supplemental fees payable, and ensuring that they are made aware of the committee's terms of reference and the responsibilities involved.

### **Duties and Liabilities**

The duties and liabilities that come with your appointment would be as per the applicable laws as mentioned above, Kokuyo Camlin policies and the Articles of Association.

The Laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and Listing Agreement with the Stock Exchange (as amended from time to time). The Code of independent director as per schedule IV of Companies Act, 2013 and the Code of Conduct as set out by Kokuyo Camlin Limited have to followed.

You are also required to make annual disclosure of your interest as per the Companies Act, 2013 (including Rules thereunder) and as when it arrives to the Company.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

### **Technology**

The Company may give consent, by advance notification to the Chairman or Company Secretary to participate in any meeting (s) of the board or committee of directors, when necessary through video conferencing or other visual means, except for matters not to be dealt under the Companies Act, 2013 when necessary, you can also participate through telephone, electronic mail or any other technology which permits you to communicate with every other director, though such participation

would not be reckoned as attending the meeting under the Companies Act, 2013 (including Rules thereunder).

### **Board and Individual Director Evaluation Processes**

The performances of the board as a whole, its committees and individual directors are evaluated annually. Your performance evaluation shall be done without your participation by the other members of the board. In the meantime, there are any matters which cause concern to a Director you should discuss with the Chairman of the Board as soon as possible.

### **Outside Interests Including Directorships**

It is accepted and acknowledged that a Director may have business interests other than those of the Company. These are required to be conveyed to the Company Secretary as soon as possible to arrange for such interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each director's meeting. The Director has also to ensure that the Company Secretary is kept informed of any changes in the interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with his performance as a director of the Company.

### **Prohibition on Insider Trading in the Company**

All the directors are required to follow the Kokuyo Camlin Limited Prevention of Insider Trading Policy and the requirements under the Companies Act, 2013 (including Rules thereunder) and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

### **Access to Independent Professional Advice**

All directors are expected to remain up to date on how to best discharge their responsibilities as directors of the Company, including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as directors after first discussing it with the Chairman. Subject to the prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but the Director concerned should ensure, so far as it is practicable, that it is reasonable.

### **Availability of Liability Insurance**

The Company provides all its directors with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as directors. The present amount of the cover is Rs 10 Crores for all Directors & officers.

A copy of the relevant policy is available with the Company Secretary. If a Director wishes to have the cover reviewed, should put forward his / her suggestions to the Company Secretary for being placed before the Board for renegotiation of the Cover.

**Confidentiality**

All information acquired during the tenure is confidential to the Company and the Director is under an obligation not to disclose either during his tenure or thereafter (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Yours sincerely

**For Kokuyo Camlin Limited**

**Dilip Dandekar**

**Chairman & Executive Director**

21<sup>st</sup> July, 2014

To

**Mr. Noriyuki Watanabe**

**APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Dear Sir,

We are pleased to inform you that, your appointment as an Independent Director, in the Board of our Company is approved by the shareholders of the Company in its meeting held on 17<sup>th</sup> day of July, 2014.

The said appointment is for a term of five (5) consecutive years which ends on 31<sup>st</sup> March, 2019. Your appointment at the Board Meeting and as approved by the shareholders at the General Meeting as an Independent Director is pursuant to Section 149 and Schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement (as amended from time to time).

Your appointment is subject to satisfying the criteria of being an independent director in terms of section 149 and schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement with The Stock Exchanges where the Company's Shares are listed i.e. BSE Ltd and The National Stock Exchange and being not disqualified under the applicable regulations.

We would like to take this opportunity of appraising you the Code of Conduct of Kokuyo Camlin Limited which we have adopted for all Board Members and Senior Management of the Company pursuant to Clause 49 of the listing Agreement referred to above.

Pursuant to all the above mentioned regulations, all Board Members and Senior Management Personnel affirm compliance with the Code of Conduct of Kokuyo Camlin Limited on annual basis and the Annual Report of the Company shall contain a declaration to this effect signed by the CEO of the Company.

Apart from complying with the Code of Conduct, the Board has envisioned a role for itself as under:

**Role of the Board**

The board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the Company's shares. Having regarded to its role the board directs, and supervises the management of, the business and affairs of the Company.

In the normal course of events, day to day management of the company is left to management.

All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

**Timing and Location of Board Meetings, and Time Commitment**

The board normally meets every Quarter and holds additional meetings as the occasion requires. Meetings usually take place in Mumbai. The duration of each meeting typically runs to half a day.

In addition to routine Board meetings, the Director should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

### **Remuneration**

The Board determines the level of remuneration paid to its non-executive members within any limitations imposed by shareholders. Currently, Non Executive Directors are being paid sitting fees of Rs 25,000/- for attending Board /Audit Committee meeting and Rs 10,000/- for attending any meeting of the committees where he is a member.

The directors will be eligible for any further remuneration in accordance with criteria as approved by the Board of Directors on the remuneration, as recommended by the Remuneration and Nomination Committee within the limit as approved by the shareholders and all the applicable legal provisions.

The Company will reimburse all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

All the remuneration and fee payable shall be subject to applicable tax deduction at source, As conveyed by you, that you will not be drawing any sitting fees for the board and committee meeting.

### **Committee Involvement**

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board's present committees are the Audit Committee, Remuneration and Nomination Committee and Stake Holder Relationship Committee and Corporate Social Responsibility Committee.

In the event any Director agrees to serve on one or more Board committees this will be addressed by a separate process setting out any supplemental fees payable, and ensuring that they are made aware of the committee's terms of reference and the responsibilities involved. You are currently appointed as a member in the following Committee :

- 1- Audit Committee

### **Duties and Liabilities**

The duties and liabilities that come with your appointment would be as per the applicable laws as mentioned above, Kokuyo Camlin policies and the Articles of Association.

The Laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and Listing Agreement with the Stock Exchange (as amended from time to time). The Code of independent director as per schedule IV of Companies Act, 2013 and the Code of Conduct as set out by Kokuyo Camlin Limited have to followed.

You are also required to make annual disclosure of your interest as per the Companies Act, 2013 (including Rules thereunder) and as when it arrives to the Company.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

### **Technology**

The Company may give consent, by advance notification to the Chairman or Company Secretary to participate in any meeting (s) of the board or committee of directors, when necessary through video conferencing or other visual means, except for matters not to be dealt under the Companies Act,

2013 when necessary, you can also participate through telephone, electronic mail or any other technology which permits you to communicate with every other director, though such participation would not be reckoned as attending the meeting under the Companies Act, 2013 (including Rules thereunder).

### **Board and Individual Director Evaluation Processes**

The performances of the board as a whole, its committees and individual directors are evaluated annually. Your performance evaluation shall be done without your participation by the other members of the board. In the meantime, there are any matters which cause concern to a Director you should discuss with the Chairman of the Board as soon as possible.

### **Outside Interests Including Directorships**

It is accepted and acknowledged that a Director may have business interests other than those of the Company. These are required to be conveyed to the Company Secretary as soon as possible to arrange for such interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each director's meeting. The Director has also to ensure that the Company Secretary is kept informed of any changes in the interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with his performance as a director of the Company.

### **Prohibition on Insider Trading in the Company**

All the directors are required to follow the Kokuyo Camlin Limited Prevention of Insider Trading Policy and the requirements under the Companies Act, 2013 (including Rules thereunder) and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

### **Access to Independent Professional Advice**

All directors are expected to remain up to date on how to best discharge their responsibilities as directors of the Company, including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as directors after first discussing it with the Chairman. Subject to the prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but the Director concerned should ensure, so far as it is practicable, that it is reasonable.

### **Availability of Liability Insurance**

The Company provides all its directors with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as directors. The present amount of the cover is Rs 10 Crores for all Directors & officers.

A copy of the relevant policy is available with the Company Secretary. If a Director wishes to have the cover reviewed, should put forward his / her suggestions to the Company Secretary for being placed before the Board for renegotiation of the Cover.

**Confidentiality**

All information acquired during the tenure is confidential to the Company and the Director is under an obligation not to disclose either during his tenure or thereafter (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Yours sincerely

**For Kokuyo Camlin Limited**

**Dilip Dandekar**

**Chairman & Executive Director**



16<sup>th</sup> September, 2014

**To,  
Ms. Aparna Piramal**

**APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Dear Sir,

We are pleased to inform you that, your appointment as an Independent Director, of our Company was approved by the shareholders of the Company in its meeting held on 17<sup>th</sup> day of July, 2014.

The said appointment is for a term of five (5) consecutive years which will end on 31<sup>st</sup> March, 2019. Your appointment as an Independent Director is pursuant to Section 149 and Schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement (as amended from time to time).

Your appointment is subject to satisfying the criteria of being an independent director in terms of section 149 and schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement with The Stock Exchanges where the Company's Shares are listed i.e. BSE Ltd and The National Stock Exchange and being not disqualified under the applicable regulations.

We would like to take this opportunity of appraising you of the Code of Conduct of Kokuyo Camlin Limited which we have adopted for all Board Members and Senior Management of the Company pursuant to Clause 49 of the listing Agreement referred to above.

Pursuant to all the above mentioned regulations, all Board Members and Senior Management Personnel affirm compliance with the Code of Conduct of Kokuyo Camlin Limited on annual basis and the Annual Report of the Company shall contain a declaration to this effect signed by the CEO of the Company.

Apart from complying with the Code of Conduct, the Board has envisioned a role for itself as under:

**Role of the Board**

The board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the Company's shares. Having regarded to its role the board directs, and supervises the management of, the business and affairs of the Company.

In the normal course of business, day to day management of the company is left in the hands of the management.

All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the affairs of the Company. All directors, whether non-executive or executive, have the similar general legal responsibilities.

**Timing and Location of Board Meetings, and Time Commitment**

The board normally meets every Quarter and holds additional meetings as the occasion requires. Meetings usually take place in Mumbai. The duration of each meeting typically runs to half a day.

In addition to routine Board meetings, the Director should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

### **Remuneration**

The Board determines the level of remuneration paid to its non-executive members within any limitations imposed by shareholders. Currently, Non-Executive Directors are being paid sitting fees of Rs 25,000/- for attending Board /Audit Committee meeting and Rs 10,000/- for attending any meeting of the other committees where he is a member.

The directors will be eligible for any further remuneration in accordance with criteria as approved by the Board of Directors on the remuneration, as recommended by the Remuneration and Nomination Committee within the limit as approved by the shareholders and all the applicable legal provisions.

The Company will reimburse all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

All the remuneration and fee payable shall be subject to applicable tax deduction at source.

### **Committee Involvement**

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board's present committees are the Audit Committee, Remuneration and Nomination Committee and Stake Holder Relationship Committee and Corporate Social Responsibility Committee.

In the event any Director agrees to serve on one or more Board committees this will be addressed by a separate process setting out any supplemental fees payable, and ensuring that they are made aware of the committee's terms of reference and the responsibilities involved. You are currently appointed as a member in the following committees:

- 1- Audit Committee
- 2- Stake Holder Relationship Committee
- 3- Corporate Social Responsibility Committee

### **Duties and Liabilities**

The duties and liabilities that come with your appointment would be as per the applicable laws as mentioned above, Kokuyo Camlin policies and the Articles of Association.

The Laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and Listing Agreement with the Stock Exchange (as amended from time to time). The Code of independent director as per schedule IV of Companies Act, 2013 and the Code of Conduct as set out by Kokuyo Camlin Limited will have to be followed.

You are also required to make annual disclosure of your interest as per the Companies Act, 2013 (including Rules thereunder) and as when it arrives to the Company.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

### **Technology**

The Company may give consent, by advance notification to the Chairman or Company Secretary to participate in any meeting (s) of the board or committee of directors, when necessary through video

conferencing or other visual means, except for matters not to be dealt under the Companies Act, 2013 when necessary. You can also participate through telephone, electronic mail or any other technology which permits you to communicate with every other director, though such participation would not be reckoned as attending the meeting under the Companies Act, 2013 (including Rules thereunder).

### **Board and Individual Director Evaluation Processes**

The performances of the board as a whole, its committees and individual directors will be evaluated annually. Your performance evaluation shall be done without your participation by the other members of the board. In the meantime, there are any matters which cause concern to a Director you should discuss with the Chairman of the Board as soon as possible.

### **Outside Interests Including Directorships**

It is accepted and acknowledged that a Director may have business interests other than those of the Company. These are required to be conveyed to the Company Secretary as soon as possible to arrange for such interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each director's meeting. The Director has also to ensure that the Company Secretary is kept informed of any changes in the interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with his performance as a director of the Company.

### **Prohibition on Insider Trading in the Company**

All the directors are required to follow the Kokuyo Camlin Limited Prevention of Insider Trading Policy and the requirements under the Companies Act, 2013 (including Rules thereunder) and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

### **Access to Independent Professional Advice**

All directors are expected to remain up to date on how to best discharge their responsibilities as directors of the Company, including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as directors after first discussing it with the Chairman. Subject to the prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but the Director concerned should ensure, so far as it is practicable, that it is reasonable.

### **Availability of Liability Insurance**

The Company provides all its directors with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as directors. The present amount of the cover is Rs 10 Crores for all Directors & officers.

A copy of the relevant policy is available with the Company Secretary. If a Director wishes to have the cover reviewed, should put forward his / her suggestions to the Company Secretary for being placed before the Board for renegotiation of the Cover.

**Confidentiality**

All information acquired during the tenure is confidential to the Company and the Director is under an obligation not to disclose either during his tenure or thereafter (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Yours sincerely

**For Kokuyo Camlin Limited**

**Dilip Dandekar**

**Chairman & Executive Director**

21<sup>st</sup> August, 2014

**To**

**Ms. Aparna Piramal**

**APPOINTMENT AS AN ADDITIONAL DIRECTOR- NON EXECUTIVE &  
INDEPENDENT**

Dear Madam,

We are pleased to inform you that, your appointment as an Additional Director - Non-Executive & Independent Director, of our Company as recommended by Nomination and Remuneration Committee and approved by the Board of directors of the Company in its meeting held on 20th August, 2014. The said appointment is effective from 1<sup>st</sup> October, 2014.

The said appointment is subject to approval of Shareholders / members of the company in the ensuing Annual General Meeting for a term of as approved by the shareholders / members. Your appointment as an Independent Director is pursuant to Section 149 and Schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement (as amended from time to time).

Your appointment is subject to satisfying the criteria of being an independent director in terms of section 149 and schedule IV of the Companies Act, 2013 (including Rules thereunder) and Clause 49 of the Listing Agreement with The Stock Exchanges where the Company's Shares are listed i.e. BSE Ltd and The National Stock Exchange and being not disqualified under the applicable regulations.

We would like to take this opportunity of appraising you of the Code of Conduct of Kokuyo Camlin Limited which we have adopted for all Board Members and Senior Management of the Company pursuant to Clause 49 of the listing Agreement referred to above.

Pursuant to all the above mentioned regulations, all Board Members and Senior Management Personnel affirm compliance with the Code of Conduct of Kokuyo Camlin Limited on annual basis and the Annual Report of the Company shall contain a declaration to this effect signed by the CEO of the Company.

Apart from complying with the Code of Conduct, the Board has envisioned a role for itself as under:

**Role of the Board**

The board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the Company's shares. Having regarded to its role the board directs, and supervises the management of, the business and affairs of the Company.

In the normal course of business, day to day management of the company is left in the hands of the management.

All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the affairs of the Company. All directors, whether non-executive or executive, have the similar general legal responsibilities.

## **Timing and Location of Board Meetings, and Time Commitment**

The board normally meets every Quarter and holds additional meetings as the occasion requires. Meetings usually take place in Mumbai. The duration of each meeting typically runs to half a day.

In addition to routine Board meetings, the Director should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

## **Remuneration**

The Board determines the level of remuneration paid to its non-executive members within any limitations imposed by shareholders. Currently, Non-Executive Directors are being paid sitting fees of Rs 25,000/- for attending Board /Audit Committee meeting and Rs 10,000/- for attending any meeting of the other committees where he is a member.

The directors will be eligible for any further remuneration in accordance with criteria as approved by the Board of Directors on the remuneration, as recommended by the Remuneration and Nomination Committee within the limit as approved by the shareholders and all the applicable legal provisions.

The Company will reimburse all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

All the remuneration and fee payable shall be subject to applicable tax deduction at source.

## **Committee Involvement**

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board's present committees are the Audit Committee, Remuneration and Nomination Committee and Stake Holder Relationship Committee and Corporate Social Responsibility Committee.

In the event any Director agrees to serve on one or more Board committees this will be addressed by a separate process setting out any supplemental fees payable, and ensuring that they are made aware of the committee's terms of reference and the responsibilities involved.

## **Duties and Liabilities**

The duties and liabilities that come with your appointment would be as per the applicable laws as mentioned above, Kokuyo Camlin policies and the Articles of Association.

The Laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and Listing Agreement with the Stock Exchange (as amended from time to time). The Code of independent director as per schedule IV of Companies Act, 2013 and the Code of Conduct as set out by Kokuyo Camlin Limited will have to be followed.

You are also required to make annual disclosure of your interest as per the Companies Act, 2013 (including Rules thereunder) and as when it arrives to the Company.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

## **Technology**

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### **Board and Individual Director Evaluation Processes**

The performances of the board as a whole, its committees and individual directors will be evaluated annually. Your performance evaluation shall be done without your participation by the other members of the board. In the meantime, there are any matters which cause concern to a Director you should discuss with the Chairman of the Board as soon as possible.

### **Outside Interests Including Directorships**

It is accepted and acknowledged that a Director may have business interests other than those of the Company. These are required to be conveyed to the Company Secretary as soon as possible to arrange for such interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each director's meeting. The Director has also to ensure that the Company Secretary is kept informed of any changes in the interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with his performance as a director of the Company.

### **Prohibition on Insider Trading in the Company**

All the directors are required to follow the Kokuyo Camlin Limited Prevention of Insider Trading Policy and the requirements under the Companies Act, 2013 (including Rules thereunder) and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

### **Access to Independent Professional Advice**

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All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as directors after first discussing it with the Chairman. Subject to the prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but the Director concerned should ensure, so far as it is practicable, that it is reasonable.

### **Availability of Liability Insurance**

The Company provides all its directors with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as directors. The present amount of the cover is Rs 10 Crores for all Directors & officers.

A copy of the relevant policy is available with the Company Secretary. If a Director wishes to have the cover reviewed, should put forward his / her suggestions to the Company Secretary for being placed before the Board for renegotiation of the Cover.

**Confidentiality**

All information acquired during the tenure is confidential to the Company and the Director is under an obligation not to disclose either during his tenure or thereafter (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Yours sincerely  
**For Kokuyo Camlin Limited**

**Dilip Dandekar**  
**Chairman & Executive Director**

I hereby acknowledge receipt of and accept the terms and set out in this letter.

Signed \_\_\_\_\_  
Name : Aparna Piramal  
DIN : 01667835

I hereby acknowledge receipt of and accept the terms and set out in this letter.

Signed \_\_\_\_\_  
Name : Aparna Piramal  
DIN : 01667835