



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: 022-283665799

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), 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 the following special resolutions to be transacted through postal ballot, which include voting by electronic means (e-voting):

1. Appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as Director in Whole-time employment designated as 'Chairman & Executive Director' for a period of two (2) years effective from 1st February, 2020 to 31st January, 2022 and remuneration payable to him.
2. Appointment of Mr. Shriram S. Dandekar (DIN: 01056318) as Director in Whole-time employment designated as 'Vice-Chairman & Executive Director' for a period of one (1) year effective from 1st February, 2020 to 31st January, 2021 and remuneration payable to him.

The proposed special resolutions along with the explanatory statement setting out material facts and reasons thereof are appended along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on 23rd January, 2020 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswi Zope Partner of M/s. JHR & Associates as the Scrutinizer for conducting the postal ballot / e-voting process (electronically or otherwise) in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P. M. on 27th March, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with 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 also extended e-voting facility as an alternate for its member to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facility arranged by the Company are requested to read the instructions given in the Notes to this notice.

Upon completion of the scrutiny of the postal ballot forms/ e-voting, the Scrutinizer will submit his report to the Chairman & Executive Director of the Company. The results will be declared on or before 29th March, 2020 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. APPOINTMENT OF MR. DILIP D. DANDEKAR AS DIRECTOR (DIN: 00846901) IN WHOLE-TIME EMPLOYMENT DESIGNATED AS 'CHAIRMAN & EXECUTIVE DIRECTOR' FOR A PERIOD OF TWO (2) YEARS EFFECTIVE FROM 1ST FEBRUARY, 2020 TO 31ST JANUARY, 2022 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 appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as a Director in the Whole-time employment, designated as Chairman & Executive Director of the Company, for a period of two (2) years with effect from 1st February, 2020 (whose term of office shall be liable to retirement by rotation) who shall attain the age of seventy (70) years during the term of his appointment and shall be entitled to receive a monthly salary of ₹ 7,97,935/- 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. Dilip D. Dandekar, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment and/or agreement in such manner, as may be agreed to between the Board of Directors and Mr. Dilip D. Dandekar.

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, and for ratifying the payment of, remuneration to Mr. Dilip D. Dandekar, 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, 2020 to 31st January, 2022, and for the tenure from 1st April, 2019 to 31st January 2020, respectively.

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. Dilip D. 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. Dilip D. Dandekar, as minimum remuneration .

RESOLVED FURTHER THAT any one of the Directors namely, Mr. Nobuchika Doi, Executive Director, Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or Mr. Ravindra V. Damle, Vice President (Corporate) & 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. APPOINTMENT OF MR. SHRIRAM S. DANDEKAR (DIN: 01056318) AS DIRECTOR IN WHOLE-TIME EMPLOYMENT DESIGNATED AS 'VICE-CHAIRMAN & EXECUTIVE DIRECTOR' FOR A PERIOD OF ONE (1) YEAR EFFECTIVE FROM 1ST FEBRUARY, 2020 TO 31ST JANUARY, 2021 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 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, 2020 and he shall be entitled to receive a monthly salary of ₹ 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 and/or agreement in such manner, as may be agreed to between the Board of Directors and Mr. Shriram S. Dandekar.

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, and for ratifying the 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, 2020 to 31st January, 2021, and for the tenure from 1st April, 2019 to 31st January 2020, respectively.

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 shall be paid to Mr. Shriram S. Dandekar, as minimum remuneration.

RESOLVED FURTHER THAT any one of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Executive Director, Mr. Nobuchika Doi, Executive Director or Mr. Ravindra V. Damle, Vice President (Corporate) & 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:

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

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

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

Dated : 23rd January, 2020.

Notes:

1. The Explanatory Statement as required under Sections 102 and 110 of the Companies Act, 2013, in respect of the business referred to under 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 21st February, 2020. 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). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 21st February, 2020 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investorrelations@kokuyocamlin.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Details in respect of the Directors seeking appointment, forms integral part of the notice and is given in the Annexure B to the Notice. The Directors have furnished the requisite declarations for their appointment.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 21st February, 2020. The postal ballot period commences from 27th February, 2020 (9:00 A.M) and ends on 27th March, 2020 (5:00 P.M).
9. 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 instructions for electronic voting are forming part of this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P. M.) on 27th March, 2020. The postage will be borne by the Company. However, envelopes containing postal ballot form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot form is received after 5:00 P. M. on 27th March, 2020, it will be considered that no reply from the Member has been received.

Instructions relating to voting through electronic mode:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- 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.

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.

Details on Step 2 is given below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. The Scrutinizer shall, within a period of forty eight hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

Link Intime India Pvt. Ltd.

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.
Tel.: 91-22-2594-6970 Fax: 91-22-2594 6969 • Email id: rnt.helpdesk@linkintime.co.in

Registered Office and Communication details of the Company:

M/s. Kokuyo Camlin Limited

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

Regd. Office:

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

Dated : 23rd January, 2020.

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 Sections 102 and 110 of the Companies Act, 2013)**

Item No. 1:

The Company had appointed Mr. Dilip D. Dandekar as Director in whole-time employment designated as 'Chairman & Executive Director', and approved his remuneration, for the period of one (1) year with effect from 1st February, 2019 to 31st January, 2020, by passing a Special Resolution through Postal Ballot on 20th March, 2019.

The Company now proposes to appoint Mr. Dilip D. Dandekar as Director in whole-time employment designated as 'Chairman & Executive Director' for the further period of two (2) years with effect from 1st February, 2020. The said appointment and his remuneration were also approved by the Remuneration and Nomination Committee, at its meeting held on 22nd January, 2020 and by the Audit Committee and the Board of Directors at their meeting held on 23rd January, 2020, subject to approval of the Members.

Mr. Dilip D. Dandekar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director designated as 'Chairman & Executive Director' of the Company. Once appointed, his term of office shall be liable to retirement by rotation.

Section 196(3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders by passing a Special Resolution. Mr. Dilip D. Dandekar will attain the age of 70 years during the tenure of his appointment as Chairman & Executive Director. He has rich and wide experience in the field of Marketing, Administration and overall Management of the Company. It would be in the interest of the Company to continue to avail of his experience and guidance as 'Chairman & Executive Director'.

Regulation 17(6)(e) was inserted in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from 1st April 2019. The said regulation 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 and Mr. Shriram S. Dandekar, Executive Directors, are the Promoters and their aggregate annual remuneration (for the tenure of 1st April 2019 to 31st January 2020 and for further tenure commencing from 1st February 2020) exceeds 5% of the net profits of the Company. In this regard, approval of the Shareholders is being sought by way of Special Resolution for the ratification of the payment of the already approved remuneration of Mr. Dilip Dandekar for his tenure from 1st April 2019 to 31st January 2020 (earlier approved by Special Resolution on 20th March 2019) and for payment for remuneration for further tenure commencing from 1st February 2020.

The material terms of remuneration as contained in the agreement to be executed between the Company and the Wholetime Director, Mr. Dilip D. Dandekar are given below;

I. SALARY:

Salary shall be ₹ 797935 per month.

II. HOUSE RENT ALLOWANCE (HRA):

House rent allowance shall be ₹ 162500 per month.

III. PERQUISITES AND OTHER ALLOWANCES:

Perquisites and other allowances shall be ₹ 1750000 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 families, 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. Dilip D. Dandekar.

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

Note that each of the above terms (i.e, salary amount, HRA, perquisites and other allowances) are same as the ones approved by the Members (by Special Resolution passed through Postal Ballot on 20th March 2019) for his previous tenure which ended on 31st January 2020. 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 each of the Whole time Directors of the Company 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 Whole Time Director, the minimum remuneration payable to Mr. Dilip D. Dandekar 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 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 inadequate profits of the Company, the above mentioned remuneration paid/ payable to Mr. Dilip D. 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and 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 this resolution. The relatives of the appointee may be deemed to be interested to the extent of their shareholding, if any, in the Company.

The Directors recommend the Special Resolution No. 1 for your approval.

Item No. 2

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, 2019 to 31st January, 2020 by passing a Special Resolution through Postal Ballot on 20th March, 2019.

The Company now proposes to 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, 2020. The said appointment and his remuneration were also approved by the Remuneration and Nomination Committee, at its meeting held on 22nd January, 2020 and by the Audit Committee and the Board of Directors at their meeting held on 23rd January, 2020, 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 his consent to act as Whole-time Director designated as 'Vice-Chairman & Executive Director' of the Company. Once appointed, his term of office shall not be liable to retirement by rotation.

Regulation 17(6)(e) was inserted in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from 1st April 2019. The said regulation 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 and Mr. Shriram S. Dandekar, Executive Directors, are the Promoters and their aggregate annual remuneration (for the tenure of 1st April 2019 to 31st January 2020 and for further tenure commencing from 1st February 2020) exceeds 5% of the net profits of the Company. In this regard, approval of the Shareholders is being sought by way of Special Resolution for the ratification of the payment of the already approved remuneration of Mr. Shriram S. Dandekar for his tenure from 1st April 2019 to 31st January 2020 (earlier approved by Special Resolution on 20th March 2019) and for payment for remuneration for further tenure commencing from 1st February 2020.

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 ₹ 673486 per month.

II. HOUSE RENT ALLOWANCE (HRA):

House rent allowance shall be ₹ 137500 per month.

III. PERQUISITES AND OTHER ALLOWANCES:

Perquisites and other allowances shall be ₹ 1470000 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 families, 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 Rules, 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 amount, HRA, perquisites and other allowances) are same as the ones approved by the Members (by Special Resolution passed through Postal Ballot on 20th March 2019) for his previous tenure which ended on 31st January 2020. 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 each of the Whole time Directors of the Company 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 Whole Time Director, the minimum remuneration payable to Mr. Shriram S. Dandekar 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 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 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and 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 this resolution. The relatives of the appointees may be deemed to be interested to the extent of their shareholding, if any, in the Company.

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 : 23rd January, 2020.

By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle

Vice President (Corporate) & Company Secretary

Annexure - A

The information relevant to the appointment of Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Whole-time Directors as required as per Part II of Section II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION:

i. Nature of Industry:

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

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

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

iii. Financial Performance based on given indicators - (₹ In Lakhs)

Sr. No.	Particulars	2018-19	2017-18	2016-17
1	Revenue from operations (Net)	68877.20	63840.80	66315.46
2	Profit /(Loss) before tax	2274.14	1490.49	225.25
3	Profit / (Loss) after tax	1520.23	982.17	149.52

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 ₹ 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:

(a) Mr. Dilip D. Dandekar (68) G.C.D, is one of the promoter of the Company. He is associated with the Company since 1971 and was later appointed as Whole-time Director in the year 1979 and as Chairman & Managing Director of the Company, from 1st June, 2002. The Board of Directors in its meeting held on 1st February, 2013 has appointed Mr. Dilip D. Dandekar as Chairman & Executive Director of the Company.

(b) Mr. Shriram S. Dandekar (59) 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 has appointed Mr. Shriram S. Dandekar as Vice-Chairman & Executive Director of the Company.

ii. Past Remuneration:

Sr. No.	Name of Whole-time Directors	₹ In Lakhs
1.	Mr. Dilip D. Dandekar - Chairman & Executive Director	162.55
2.	Mr. Shriram S. Dandekar - Vice-Chairman & Executive Director	137.17

iii. Recognition & Awards:

Not applicable.

iv. Job Profile and his suitability:

(a) Mr. Dilip D. Dandekar has wide experience of over 49 years in the field of Marketing, Administration and overall Management of the Company. With his long standing experience and knowledge he has successfully and in a sustained way contributed towards the growth of the Company.

(b) Mr. Shriram S. Dandekar has wide experience of 36 years in the field of 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. Dilip D. Dandekar and Mr. Shriram S. Dandekar are the part of the Senior Management considering their vast experience in the relevant field, the Whole-time Directors are best suited for the responsibilities assigned to them by the Board of Directors.

v. Remuneration Proposed:

As stated in the Explanatory Statement at Item Nos. 1 and 2.

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, the profile of the Whole time Directors, 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 Managers/ Directors 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, Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar do not have any other pecuniary relationship with the Company and its managerial personnel except that of Ms. Aditi D. Dighe, daughter of Mr. Dilip D. Dandekar, is employed with the Company as General Manager (Marketing) and Mr. Rahul D. Dandekar, son of Mr. Dilip D. Dandekar, is employed with Company as Dy. General Manager (Marketing).

Other Directorship

Mr. Dilip D. Dandekar

Name of the Company	Position
Camlin Fine Sciences Limited	Director Member of Stakeholder Relationship Committee and Corporate Social Responsibility Committee
Triveni Pencils Limited	Director
Nilmac Packaging Industries Private Limited	Director
Camart Finance Limited	Director
CAFCO Consultants Limited	Director
Datamatics Global Services Limited	Director
DDI Finance Private Limited	Director
Colart Camlin Canvas Private Limited	Director
Lumina Datamatics Limited	Director
IMC Chambers of Commerce and Industry	Director

Mr. Shriram S. Dandekar

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

Mr. Dilip D. Dandekar holds 200000 equity shares and Mr. Shriram S. Dandekar holds 250000 equity shares in the Company.

III. OTHER INFORMATION:

a) Reasons for loss or inadequate profits:

The pricing pressure impacted the revenue growth of the Company. On other hand increased manpower cost and other operating expenses affected the bottom line of the Company.

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

For improving profitability, the Company has initiated measures like developing superior value products, control over the overheads, and optimize resources to improve economies of scale.

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

Investment in automation for key products and injection moulding machines/robotics will help to increase efficiency of the plant which will help us to take on competition strongly as it benefits from lower production cost.

IV. Disclosures:

The Agreement to be entered into between the Company and Mr. Dilip D. Dandekar and Mr. Shiram S. Dandekar respectively, which set out the terms and conditions of their 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 for receipt of Postal Ballot Forms/ date of e-voting i.e 27th March, 2020.

Regd. Office:

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

Dated : 23rd January, 2020.

By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle

Vice President (Corporate) & Company Secretary

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	Dilip D. Dandekar	Shriram S. Dandekar
Director Identification Number	00846901	01056318
Age	68	59
Date of first Appointment on the Board	1st January, 1979	23rd September, 1992
Expertise in Specific Functional Area	Over 49 years of wide experience in the field of Marketing, Administration and overall Management of the Company.	Over 36 years of wide experience in the field of Business Expansion, Diversification, Research and Development, Product Development, Business Planning and Marketing
Qualifications	G.C.D	M.Sc., M.B.A
Terms and Conditions of Appointment / Re- appointment	As per Item No. 1 of the Explanatory Statement	As per Item No. 2 of the Explanatory Statement
Details of remuneration sought to be paid	As per Item No. 1 of the Explanatory Statement	As per Item No. 2 of the Explanatory Statement
Last drawn remuneration	As per point II.ii of Annexure A	As per point II.ii of Annexure A
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies*	As per point II.vii of Annexure A	As per point II.vii of Annexure A
Chairman/Member in the Committees of the Boards of other Listed companies	Member of Stakeholder Relationship Committee and Corporate Social Responsibility Committee of Camlin Fine Sciences Limited	Nil
No. of Shares held in the Company	200000	250000
Number of meetings of the Board attended during the year	4	4

* Includes Directorship in Private Limited Companies and Companies under section 8.

Regd. Office:

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Dated : 23rd January, 2020.

By Order of the Board

For **Kokuyo Camlin Limited**

Ravindra V. Damle

Vice President (Corporate) & Company Secretary

**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 FORM

(in lieu of e-voting)

Sr. No.:

1.	Name and Registered Address of the sole / first named Member (in Block letters)	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered Folio No. / DP ID No. * / Client ID No. * (*applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby exercise my/our vote(s) in respect of the special resolutions set out in the Postal Ballot Notice dated 23rd January, 2020 of the Company in the following manner, by recording my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing tick mark (√) at the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I/we Assent to the resolution (For)	I/we Dissent to the resolution (Against)
1.	Appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as Director in Whole-time employment designated as 'Chairman & Executive Director' for a period of two (2) years effective from 1 st February, 2020 to 31 st January 2022 and remuneration payable to him.			
2.	Appointment of Mr. Shriram S. Dandekar (DIN: 01056318) as Director in Whole-time employment designated as 'Vice-Chairman & Executive Director' for a period of one (1) year effective from 1 st February, 2020 to 31 st January 2021 and remuneration payable to him.			

Place :

Date :

Signature of Member(s)**Note :** Kindly read the instructions printed overleaf before filling the form.**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	User ID	Password
112826		

INSTRUCTIONS

Voting through physical mode:

1. A member entitled to vote and desiring to exercise vote by Postal Ballot may complete Postal Ballot Form and send it to the scrutinizer in the accompanying self-addressed business reply envelope. However the envelopes containing Postal Ballot Form, if sent by courier or registered post/ speed post at the expense of the member will also be accepted.
2. Votes should be cast in case of each resolution, either FOR or AGAINST by putting the tick mark (√) in the column provided in the Ballot Form.
3. The Form should be signed by the Members as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
4. In case the shares are held by corporate and institutional members (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution /Authorization, with the specimen signature(s) of the authorized signatory(ies).
5. The voting rights of members shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on 21st February, 2020 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 27th March, 2020 (5.00 p.m). Ballot Form received after 27th March, 2020 will be strictly treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified under instruction No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form shall be final.