KOKUYO CAMLIN LIMITED
Regd. Office : 48/2, Hilton House, Central Road,
MIDC, Andheri (East), Mumbai - 400 093. INDIA
Tel.: 91-22-6655 7000 Fax : 91- 22-2836 6579
E-mail : info@kokuyocamlin.com
Website : www.kokuyocamlin.com
CIN - L24223MH1946PLC005434

16th August, 2022

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

Scrip Code: 523207

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

Scrip Code: KOKUYOCMLN

Dear Sirs,

Sub : Postal ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Further to our letter dated 27th July, 2022, informing the Stock Exchange about the Postal Ballot Notice for seeking approval of the members of the Company for Increase in Remuneration payable to Related Party Mr. Rahul D. Dandekar, General Manager – Business Development (Fine Art & Hobby), holding Office or place of profit, we are enclosing a copy of the Postal Ballot Notice dated 27th July, 2022.

The Postal Ballot Notice is being sent to Members whose email addresses are registered with the Company, Depositories and whose names appear in the Register of Members/Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited as on 12th August, 2022 (cut-off date), seeking approval of the members by way of Ordinary resolution.

The Company has engaged the services of NSDL for purpose of providing e-voting facility to all its members. The voting on Postal ballot through e-voting will commence from 9.00 a.m. (IST) on Wednesday, 17th August, 2022 and ends at 5.00 p.m. (IST) on Thursday, 15th September, 2022.

The Postal Ballot notice is also available on the website of the Company: https://www.kokuyocamlin.com/notices.html

The Company has appointed M/s. JHR & Associates, Practicing Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

This is for your information and record.

Kindly acknowledge

Thank you.

For KOKUYO CAMLIN LIMITED

HINAL CHHEDA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl : a/a

KOKUYO CAMLIN LIMITED

CIN: L24223MH1946PLC005434
Regd. Office: 48/2, Hilton House, Central Road, MIDC, Andheri (E), Mumbai – 400 093
E-mail: investorrelations@kokuyocamlin.com **Website:** www.kokuyocamlin.com
Tel: 022-6655 7000 **Fax:** 022-28366579

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, Kokuyo Camlin Limited ('the Company') is seeking consent of its members for Ordinary resolution in respect of increase in remuneration payable to Related Party, Mr. Rahul D. Dandekar, General Manager – Business Development (Fine Art & Hobby) holding office or place of profit.

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

In compliance with the above referred MCA Circulars and Regulation 44 of Listing Regulations and pursuant to Section 108 and 110 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility for its members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members are requested to read the instructions annexed to this notice.

The proposed ordinary resolution alongwith the explanatory statement setting out material facts and reasons thereof is appended for your consideration.

The Board of Directors of the Company, at its meeting held on 27th July, 2022, has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswini Jogal, Partner of M/s. JHR & Associates as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit the report to the Chairman & Non-Executive Director of the Company. The results will be declared on or before Saturday, 17th September, 2022 and will be 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. Increase in Remuneration payable to Related Party Mr. Rahul D. Dandekar, General Manager – Business Development (Fine Art & Hobby) holding Office or place of profit.

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

"RESOLVED THAT pursuant to the provisions of Section 188 (1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and Its Powers) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "Act"), Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of the Remuneration and Nomination Committee, Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the continuation of the appointment of Mr. Rahul D. Dandekar, who is a relative of Mr. Dilip D. Dandekar, Chairman & Non-Executive Director of the Company, as General Manager, Business Development (Fine Art & Hobby), holding office or place of profit in the Company at such revised remuneration with effect from 1st April, 2022 and on the terms and conditions as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the terms and conditions of the remuneration in accordance with the provisions of the Act and other applicable regulations.

RESOLVED LASTLY THAT Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or Mr. Satish Veerappa, Chief Executive Officer or Ms. Hinal Chheda, Company Secretary & Compliance Officer be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

Regd. Office:

Kokuyo Camlin Limited
CIN : L24223MH1946PLC005434
48/2, Hilton House, Central Road,
MIDC, Andheri (East),
MUMBAI-400 093.

Dated: 27th July, 2022

By Order of the Board
For Kokuyo Camlin Limited

HINAL CHHEDA
Company Secretary & Compliance Officer

Notes:

1. The Explanatory Statement as required under Section 102 and 110 of the Companies Act, 2013, in respect of the business referred in Item no. 1 is annexed hereto and forms part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear in 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 Friday, 12th August, 2022 ('Cut-off date'). In compliance with MCA circulars, the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). Postal Ballot Notice will also be available on the Company's website www.kokuyocamlin.com, website of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited on www.bseindia.com and www.nseindia.com respectively and on the website of NSDL www.evoting.nsdl.com. The Postal Ballot is being conducted through e-voting only.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 12th August, 2022 will be considered eligible for the purpose of voting. A person who is not a member as on cut-off date should treat this notice of Postal Ballot for information purpose only.
4. Resolution passed by the Members through postal ballot is deemed to be passed as if it has been passed at a General meeting of the Members.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 12th August, 2022. The postal ballot period commences from Wednesday, 17th August, 2022 (9:00 A.M) and ends on Thursday, 15th September, 2022 (5:00 P.M).
6. 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 through the e-voting service facility arranged by NSDL.

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

How do I vote electronically using NSDL e-voting system:

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

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

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

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

General Guidelines for shareholders

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

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

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

Regd. Office:

Kokuyo Camlin Limited
CIN : L24223MH1946PLC005434
48/2, Hilton House, Central Road,
MIDC, Andheri (East),
MUMBAI-400 093.

Dated: 27th July, 2022

By Order of the Board
For Kokuyo Camlin Limited

HINAL CHHEDA
Company Secretary & Compliance Officer

ANNEXURE FORMING PART OF THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Item No. 1:

Pursuant to the provisions of Section 188(1)(f) of the Act, the Board of Directors in its meeting held on 8th November, 2017, approved the appointment of Mr. Rahul D. Dandekar, relative (son) of Mr. Dilip D. Dandekar, Chairman as 'Dy. General Manager, Marketing', with effect from 13th November, 2017 to hold the office or place of profit in the Company. He was further designated as 'General Manager, Business Development (Fine Art & Hobby)' with effect from 1st July, 2021.

Mr. Rahul Dandekar (aged 39) is B.A. in Economics (State University of New York) and M.Sc. - Applied Economics from University of Nottingham, UK. He has approximately ten years of experience in the field of marketing, sales, production and logistics. He has been actively involved in sales and marketing of Office and Scholastic, and Fine Art products. Prior to this, he has over two years of working experience as Research/Project analyst and has worked extensively in India in the Renewable Energy Projects.

Mr. Rahul D. Dandekar is entitled to an annual increment as given to other regular employees of the Company. Taking into consideration his contributions towards the growth of the Company, vast experience and knowledge, your Directors have approved, subject to the approval of members, the continuation of his appointment holding office or place of profit in the Company with the increased remuneration, comparable more or less with the remuneration drawn by any other employee of the same category in the Company. Mr. Rahul D. Dandekar is son of Mr. Dilip D. Dandekar, Chairman & Non-Executive Director of the Company. Hence, the continuation of the aforesaid appointment will be deemed to be holding an office or place of profit by a relative of a Director within the meaning of Section 188(1)(f) of the Act, and accordingly the approval of the members by an ordinary resolution is being sought in terms of the requirements of the Act and the rules made there under in view of his proposed remuneration exceeding Rs.2.50 Lakhs per month. The said related party transaction is not a material RPT as defined under regulation 23(1) of the Listing Regulations. The continuation of his employment at an increased remuneration is duly recommended by the Remuneration and Nomination Committee at its meeting held on 20th July, 2022 and by the Audit Committee and the Board of Directors at their meetings held on 27th July, 2022 on the following terms and conditions which are being placed before the members of the Company for their consideration and approval viz.:

1) Salary: Comprising of fixed and maximum variable salary not exceeding Rs. 31,73,087/- (Rupees Thirty One Lakhs Seventy Three Thousand Eighty Seven Only) per annum and be broken into various components as per HR policy of the Company (including retirement benefits), with a provision for increase in salary of not more than 15% per annum over the previous year and to be decided by Remuneration and Nomination Committee and the Audit Committee.

2) Perquisites and other benefits: In addition to the above, he shall be entitled to other perquisites and benefits in accordance with the rules of the Company such as car, driver, petrol expenses, maintenance expenses etc. The monetary value of such perquisites to be determined in accordance with the Income Tax Rules, 1962, with a provision for increase of not more than 15% per annum over the previous year and to be decided by Remuneration and Nomination Committee and the Audit Committee.

3) He shall also be entitled to Leave Encashment at the end of the tenure as per Company's policy. The Board shall have the authority from time to time to make applicable to Mr. Rahul D. Dandekar such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade and to promote him to any higher position/ designation or salary scale or grade in due course together with such allowances.

None of the Directors/ Key Managerial Personnel (KMP) of the Company and their relatives other than Mr. Dilip D. Dandekar and his relatives, to the extent of their shareholding interest, if any, are concerned or interested in the resolution.

The Board of Directors recommend the ordinary resolution at Item No. 1 for your approval.

Regd. Office:

Kokuyo Camlin Limited
CIN : L24223MH1946PLC005434
48/2, Hilton House, Central Road,
MIDC, Andheri (East),
MUMBAI-400 093.

Dated: 27th July, 2022

By Order of the Board
For Kokuyo Camlin Limited

HINAL CHHEDA
Company Secretary & Compliance Officer