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

22nd November, 2021

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 28th October, 2021, informing the Stock Exchange about the Postal Ballot Notice for seeking approval of the members of the Company on the following items:

1. Appointment of Mr. Koji Higashiguchi (DIN: 09263193) as a Non-Executive Director whose term of office shall be liable to retirement by rotation.
2. Re-appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a further period effective from1st November, 2021 to 31st December, 2024 and remuneration payable to him upto 31st December, 2021.
3. Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non-Executive Director.

We are enclosing a copy of the Postal Ballot Notice dated 28th October, 2021.

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 19th November, 2021 (cut-off date), seeking approval of the members by way of Ordinary/Special resolutions.

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 Wednesday, 24th November, 2021 at 9.00 a.m. and shall end on Thursday, 23rd December, 2021 at 5.00 p.m. (IST).

The above documents are also available on the website of the Company: https://www.kokuyocamlin.com/notices.html

The Company has appointed Mr. J. H. Ranade (FCS No. 4317 C.P No. 2520) Partner of 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

RVDamle

RAVINDRA V.DAMLE
VICE PRESIDENT (CORPORATE)
& COMPANY SECRETARY

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

1. Appointment of Mr. Koji Higashiguchi (DIN: 09263193) as a Non-Executive Director whose term of office shall be liable to retirement by rotation.
2. Re-appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a further period effective from 1st November, 2021 to 31st December, 2024 and remuneration payable to him upto 31st December, 2021.
3. Payment of remuneration by way of perquisites to Mr. Dilip D. Dandekar (DIN: 00846901), Chairman & Non-Executive Director.

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

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

The Board of Directors of the Company, at its meeting held on 28th October, 2021 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 electronically in a fair and transparent manner.

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

Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman & Non-Executive Director of the Company. The results will be declared on or before 25th December, 2021 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. KOJI HIGASHIGUCHI (DIN: 09263193) AS A NON-EXECUTIVE DIRECTOR WHOSE TERM OF OFFICE SHALL BE LIABLE TO RETIREMENT BY ROTATION.

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 149,152, 160 and such other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and pursuant to recommendation of the Remuneration and Nomination Committee, Mr. Koji Higashiguchi (DIN: 09263193), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors with effect from 1st September, 2021 and who holds the office up to the date of the next Annual General Meeting, and in respect of whom a notice has been received from a member in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and that his term of office shall be liable to retirement by rotation."

RESOLVED FURTHER THAT any one of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or Mr. Satish Veerappa, Chief Executive Officer 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. RE-APPOINTMENT OF MR. SATISH VEERAPPA AS 'MANAGER' DESIGNATED AS 'CHIEF EXECUTIVE OFFICER' FOR A FURTHER PERIOD EFFECTIVE FROM 1ST NOVEMBER, 2021 TO 31ST DECEMBER, 2024 AND REMUNERATION PAYABLE TO HIM FOR UPTO 31ST DECEMBER 2021.

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, 203 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 as "Act") the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a period effective from 1st November, 2021 to 31st December, 2024 with substantial powers of the management of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Act, Mr. Satish Veerappa shall be entitled to receive a monthly salary plus house rent allowance, perquisites and other allowances, variables, incentives and benefits (collectively called "total Remuneration'') on the same terms and conditions as his previous remuneration and 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. Satish Veerappa, 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. Satish Veerappa.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits during the term of Mr. Satish Veerappa the remuneration mentioned in the explanatory statement and the said agreement shall be paid to Mr. Satish Veerappa, as minimum remuneration, but shall in any event be subject to limits as set out in Schedule V of the Act as may be amended from time to time.

RESOLVED LASTLY THAT anyone of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Non-Executive Director, Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or 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."

3. PAYMENT OF REMUNERATION BY WAY OF PERQUISITES TO MR. DILIP D. DANDEKAR (DIN: 00846901), CHAIRMAN & NON-EXECUTIVE DIRECTOR

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 Section 197, 198 and other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the consent of the members be and is hereby accorded for the payment of remuneration to Mr. Dilip Dandekar (DIN: 00846901), Chairman and Non- Executive Director of the Company by way of perquisites in the form of Annual Subscription towards club membership and Provision of Car and Driver with maintenance expenses upto an amount not exceeding Rs. 9,50,000 (Rupees Nine Lakhs Fifty Thousand Only) per annum.

RESOLVED FURTHER THAT the above mentioned total remuneration shall be in addition to the fees payable to him for attending the meetings of the Board/ Committees thereof or for any other purpose whatsoever as may be decided/ approved by the Board of Directors (including any Committee thereof) and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.

RESOLVED LASTLY THAT Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director or Mr. Satish Veerappa, Chief Executive Officer 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:
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CIN: L24223MH1946PLC005434
48/2, Hilton House,Central Road, M.I.D.C,
Andheri (East), Mumbai - 400 093.

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

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

Dated : 28th October, 2021.

Notes:

1. The Explanatory Statement as required under Section 102 and 110 of the Companies Act, 2013, in respect of the business referred in Item nos. 1 to 3 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 19th November, 2021. In compliance with MCA circulars the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 19th November, 2021 will be considered for the purpose of voting. A person who is not a member as on cut-off date should treat this notice of Postal Ballot for information purpose only.
4. Resolution passed by the Members through postal ballot is deemed to be passed as if it has been passed at a General Meeting of the Members.

5. Details in respect of the Director and Manager seeking appointment /re-appointment, forms integral part of the notice and is given in the Annexure B to the Notice. The Director has furnished the requisite declarations for his appointment.

6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 19th November, 2021. The postal ballot period commences from Wednesday, 24th November, 2021 (9:00 A.M) and ends on Thursday, 23rd December, 2021 (5:00 P.M).

7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL.

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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
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 Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

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

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

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

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48/2, Hilton House,Central Road, M.I.D.C,
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By Order of the Board
For **Kokuyo Camlin Limited**

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

Dated : 28th October, 2021.

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

Item No. 1:

The Board of Directors at its meeting held on 10th August, 2021 on the recommendation of Remuneration and Nomination Committee had appointed Mr. Koji Higashigichi as an Additional Non-Executive Director with effect from 1st September, 2021, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Article 128 of Articles of Association of the Company. He holds the office upto conclusion of the next Annual General Meeting and is eligible to be appointed as Director whose term of office shall be liable to retirement by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Koji Higashigichi for the office of Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Koji Higashigichi as a Director.

The details regarding the proposed appointment of Mr. Koji Higashigichi as a Director and his brief resume has been given in the Annexure B forming part of this Notice for information to the members.

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

The Directors recommend the ordinary resolution for your approval.

Item No. 2:

The Company had appointed Mr. Satish Veerappa as 'Manager' designated as Chief Executive Officer for a period of three (3) years with effect from 1st November, 2018 to 31st October, 2021 and also approved the remuneration payable to him by way of passing special resolution through Postal Ballot dated 20th March, 2019.

The Company now proposes to re-appoint him as 'Manager' designated as Chief Executive Officer (CEO) of the Company for the period from 1st November, 2021 to 31st December, 2024 with substantial powers of the management of the Company. The said appointment and his remuneration were also approved by the Remuneration and Nomination Committee of the Company at its meeting held on 22nd October, 2021 and by the Audit Committee and Board of Directors at their meetings held on 28th October, 2021.

Brief profile of Mr. Satish Veerappa has been given in the Annexure B for the information of members.

The material terms of remuneration upto 31st December, 2021 as contained in the agreement to be executed between the Company and Mr. Satish Veerappa are given below:

I. SALARY:

Monthly salary of Rs. 4,55,532.

II. HOUSE RENT ALLOWANCE (HRA):

House Rent Allowance of Rs. 2,61,883 per month.

III. PERQUISITES AND OTHER ALLOWANCES:

He shall be entitled to

- Medical of Rs. 2,17,494 per month.
- Leave Travel Allowance of Rs. 34,678 per month.

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

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

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 October, 2021. No change has been proposed.

IV. PROVIDENT FUND, 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 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 and Gratuity Fund, payable to Mr. Satish Veerappa 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. MAXIMUM VARIABLE:

He shall be entitled to Maximum variable of Rs. 6,16,250 per month

VII. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit during the term of Mr. Satish Veerappa, the minimum remuneration payable to him shall be by way of salary, house rent allowance, perquisites and other allowances 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 form time to time.

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

The Company intends to bring the remuneration of Mr. Satish Veerappa in line with the Company's annual budget on calendar year basis. In view of this, the Company seeks your approval for remuneration for the month of November and December 2021 and will again seek your approval for remuneration payable for the next three calendar years effective from 1st January, 2022.

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 Directors recommend the Special Resolution for your approval.

Item No. 3:

The Board of Directors in its meeting held on 10th August, 2021 had approved the re-designation of Mr. Dilip D. Dandekar as Chairman and Non-Executive Director effective from 1st September 2021.

The Company now proposes to pay remuneration by way of perquisites upto an amount not exceeding Rs. 9,50,000 (Rupees Nine Lakhs Fifty Thousand Only) per annum , in the form of Annual Subscription towards club membership and Provision of Car and Driver with maintenance expenses, to Mr. Dilip D. Dandekar, Chairman and Non-Executive Director from the date of the aforesaid appointment. The above mentioned total remuneration shall be in addition to the fees payable to him for attending the meetings of the Board/ Committees thereof or for any other purpose whatsoever as may be decided/ approved by the Board of Directors (including any Committee thereof) and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.

The payment of such remuneration was approved by the Board of Directors in their meeting held on 31st August, 2021 based on the recomendation of the Remuneration and Nomination Committee and subject to the approval of members.

Mr. Dilip Dandekar is associated and held various positions with industry bodies namely, Indian Merchants' Chamber, FICCI and International Chambers of Commerce (ICC) World Chambers Federation which has benefited the Company from time to time. It is in the interest of the Company to continue to avail his services and guidance.

As per the provisions of Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

Since the payment of remuneration to Mr. Dilip Dandekar exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the Company seeks your approval by way of special resolution for the payment of remuneration as mentioned above.

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 for your approval.

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

Dated : 28th October, 2021.

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

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

Annexure – A

The information relevant to the re-appointment of Mr. Satish Veerappa as Manager as required as per Part II of Section II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION:

i. Nature of Industry:

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

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

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

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

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

iv. Foreign Investments or Collaborations, if any.

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

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

II. INFORMATION ABOUT THE APPOINTEE:

i. Background Details:

Mr. Satish Veerappa, (48) is B.E. (Electronics) from UVCE Bangalore University and also completed PGDM from Indian Institute of Management, Calcutta.

ii. Past Remuneration: Rs. 88.45 Lakhs

iii. Recognition & Awards:

Not applicable.

iv. Job Profile and his suitability:

Mr. Satish Veerappa has over 22 years of wide experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development. He has worked with many reputed Companies like Asian Paints, India Bulls Retail Services and Marico Limited at a senior position. Prior to this he was working with Shell India as Vice President Sales B2C Lubricants since 2013.

v. Remuneration Proposed:

As stated in the Explanatory Statement.

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

Taking into consideration, the size of the Company and the profile of Mr. Satish Veerappa, the responsibilities to be shouldered by him 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 between Company and Mr. Satish Veerappa, he does not have any other pecuniary relationship with the Company.

Other Directorship - Nil

Mr. Satish Veerappa holds nil equity shares in the Company.

III. OTHER INFORMATION:

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

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

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

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

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

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

IV. Disclosures:

The Agreement to be entered into between the Company and Mr. Satish Veerappa which set out the terms and conditions of his appointment is available for inspection of the members of the Company at its Registered Office situated at 48/2, Hilton House, Central Road, MIDC, Andheri (E), Mumbai - 400 093 between 11.00 a.m. to 1.00 p.m. on any working day of the Company upto the last date of e-voting i.e 23rd December, 2021.

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Dated : 28th October, 2021.

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	**Koji Higashiguchi**	**Satish Veerappa**
Director Identification Number	09263193	Not Applicable
Age	52	48
Date of first Appointment on the Board	1st September, 2021	9th May, 2018
Experience in Specific Functional Area	Wide experience in the field of Business Strategy & Marketing, Planning and Distribution Management of Stationery Products	22 years of wide work experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development
Qualifications	Graduate from KANSAI University, Osaka, Japan	B.E. (Electronics) PGDM from IIM Calcutta
Terms and Conditions of Appointment / Re-appointment	Liable to retirement by rotation	As per Item No. 2 of Explanatory Statement
Details of remuneration sought to be paid	Not Applicable	As per Item No. 2 of Explanatory Statement
Last drawn remuneration	Not Applicable	As per point II.ii of Annexure A
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Directorship in other Companies	Nil	Nil
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil	Nil
No. of Shares held in the Company	Nil	Nil
Number of meetings of the Board attended during the year	1	Not Applicable

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