Camlin KOKUYO

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

14th February, 2019

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 24th January, 2019, informing the Stock Exchange about the Postal Ballot Notice for seeking approval of the members of the Company on the following items:

1. Re-designation of Mr. Nobuchika Doi (DIN: 03599835) as 'Executive Director' for the remaining period of his tenure of two (2) years effective from 1st November, 2018 to 31st October, 2020.

2. Appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a period of three (3) years effective from 1st November, 2018 to 31st October, 2021 and remuneration payable to him.

3. Appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as Director in Whole-time employment designated as 'Chairman & Executive Director' for a period of one (1) year effective from 1st February, 2019 to 31st January, 2020 and remuneration payable to him.

4. 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, 2019 to 31st January, 2020 and remuneration payable to him.

5. Re-appointment of Mr. Ramanathan Sriram (DIN: 00065069) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.

6. Re-appointment of Mr. Shishir B. Desai (DIN: 01453410) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.

Kokuyo Camlin Limited MUMBAI

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7. Re-appointment of Mr. Hisamaro Garugu (DIN: 00579089) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.

8. Re-appointment of Mr. Devendra Kumar Arora (DIN: 05160734) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.

9. Re-appointment of Mr. Venkataraman Sriram (DIN: 06790179) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.

We are enclosing a copy of the Postal Ballot Notice dated 24th January, 2019 alongwith Postal Ballot Form.

The Postal Ballot Notice, along with other documents as required, is being sent to Members 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 8th February, 2019 (cut-off date), seeking approval of the members by way of special resolutions.

The Company has engaged the services of NSDL for purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Monday, the 18th February, 2019 at 9.00 a.m. (IST) and shall end on Wednesday, the 20th March, 2019 at 5.00 p.m. (IST).

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

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 Voting through Postal Ballot process in a fair and transparent manner.

This is for your information and record.

Kindly acknowledge

Thank you.

For KOKUYO CAMLIN LIMITED

Kokuyo Camlin Limited MUMBAI

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: 022-283665799

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 or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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. Re-designation of Mr. Nobuchika Doi (DIN: 03599835) as 'Executive Director' for the remaining period of his tenure of two (2) years effective from 1st November, 2018 to 31st October, 2020.
2. Appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a period of three (3) years effective from 1st November, 2018 to 31st October, 2021 and remuneration payable to him.
3. Appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as Director in Whole-time employment designated as 'Chairman & Executive Director' for a period of one (1) year effective from 1st February, 2019 to 31st January, 2020 and remuneration payable to him.
4. 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, 2019 to 31st January, 2020 and remuneration payable to him.
5. Re-appointment of Mr. Ramanathan Sriram (DIN: 00065069) as an Independent Non-Excutive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.
6. Re-appointment of Mr. Shishir B. Desai (DIN: 01453410) as an Independent Non-Excutive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.
7. Re-appointment of Mr. Hisamaro Garugu (DIN: 00579089) as an Independent Non-Excutive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.
8. Re-appointment of Mr. Devendra Kumar Arora (DIN: 05160734) as an Independent Non-Excutive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.
9. Re-appointment of Mr. Sriram Venkataraman (DIN: 06790179) as an Independent Non-Excutive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.

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

The Board of Directors of the Company 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 20th March, 2019 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 members 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 on the overleaf of the ballot form/e-voting form annexed 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 22nd March, 2019 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at www.kokuyocamlin.com

RESOLUTIONS:

1. **RE-DESIGNATION OF MR. NOBUCHIKA DOI (DIN: 03599835) AS 'EXECUTIVE DIRECTOR' FOR THE REMAINING PERIOD OF HIS TENURE OF TWO (2) YEARS EFFECTIVE FROM 1ST NOVEMBER, 2018 TO 31ST OCTOBER, 2020.**

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

   "RESOLVED THAT in partial modification to the resolution passed by the Members through postal ballot on 28th December, 2017 and pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Remuneration and Nomination Committee and approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the re-designation of Mr. Nobuchika Doi (DIN: 03599835) as 'Executive Director' of the Company (whose term of office shall be liable to retirement by rotation) for the remaining period of his tenure with effect from 1st November, 2018 to 31st October, 2020 on the same terms and conditions of remuneration, as approved earlier by the Members and also as set out in the Agreement executed between the Company and Mr. Nobuchika Doi, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said re-designation and/or Agreement in such manner, as may be agreed to between the Board of Directors and Mr. Nobuchika Doi.

   RESOLVED LASTLY THAT anyone of the Directors namely, Mr. Dilip D. Dandekar Chairman & Executive Director or 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. SATISH VEERAPPA AS 'MANAGER' DESIGNATED AS 'CHIEF EXECUTIVE OFFICER' FOR A PERIOD OF THREE (3) YEARS EFFECTIVE FROM 1ST NOVEMBER, 2018 TO 31ST OCTOBER, 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, 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 approval of the Members of the Company be and is hereby accorded to the appointment of 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 with substantial powers of the management of the Company and he shall be entitled to receive a monthly salary plus house rent allowance, perquisites and other allowances, variables, incentives 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 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 in any financial year of the Company 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 & Executive Director, Mr. Shriram S Dandekar,Vice-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."

3. APPOINTMENT OF MR. DILIP D. DANDEKAR (DIN: 00846901) AS DIRECTOR IN WHOLE-TIME EMPLOYMENT DESIGNATED AS 'CHAIRMAN & EXECUTIVE DIRECTOR' FOR A PERIOD OF ONE (1) YEAR EFFECTIVE FROM 1ST FEBRUARY, 2019 TO 31ST JANUARY, 2020 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 as "Act"), the approval 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 (whose term of office shall not be liable to retirement by rotation) for a period of one (1) year with effect from 1st February, 2019 and he 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 in the event of inadequacy or absence of profits in any financial year of the Company during the term of Mr. Dilip D. Dandekar, the remuneration mentioned in the preceding part of the resolution, explanatory statement and the said agreement shall be paid to Mr. Dilip D. Dandekar, 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 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."

4. 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, 2019 TO 31ST JANUARY, 2020 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 as "Act") the approval 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, 2019 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 in the event of inadequacy or absence of profits in any financial year of the Company during the term of Mr. Shriram S. Dandekar, 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, 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 & 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."

5. RE-APPOINTMENT OF MR. RAMANATHAN SRIRAM (DIN: 00065069) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR TO HOLD OFFICE FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 TO 31ST MARCH, 2024.

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 149, 150, 152 read with Schedule IV to the Companies Act, 2013 ("Act") and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Ramanathan Sriram (DIN: 00065069), Independent Non-Executive Director of the Company whose current term of office expires on 31st March, 2019 being eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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

6. RE-APPOINTMENT OF MR. SHISHIR DESAI (DIN: 01453410) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR TO HOLD OFFICE FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 TO 31ST MARCH, 2024.

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 149, 150, 152 read with Schedule IV to the Companies Act, 2013 ("Act"), and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Shishir B. Desai (DIN: 01453410), Independent Non-Executive Director of the Company whose term expires on 31st March, 2019 being eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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

7. RE-APPOINTMENT OF MR. HISAMARO GARUGU (DIN: 00579089) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR TO HOLD OFFICE FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 TO 31ST MARCH, 2024.

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 149, 150, 152 read with Schedule IV to the Companies Act, 2013 ("Act"), and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Hisamaro Garugu (DIN: 00579089), Independent Non-Executive Director of the Company whose term expires on 31st March, 2019 being eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions of the Listing Regulations if any, approval of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Hisamaro Garugu, who has attained the age of 75 years, as Independent Director of the Company for the existing term expiring on 31st March, 2019 and for the second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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

8. RE-APPOINTMENT OF MR. DEVENDRA KUMAR ARORA (DIN: 05160734) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR TO HOLD OFFICE FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 TO 31ST MARCH, 2024.

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 149, 150, 152 read with Schedule IV to the Companies Act, 2013 ("Act"), and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Devendra Kumar Arora (DIN: 05160734), Independent Non-Executive Director of the Company whose term expires on 31st March, 2019 being eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions of the Listing Regulations if any, approval of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Devendra Kumar Arora, who has attained the age of 75 years, as Independent Director of the Company, for the existing term expiring on 31st March, 2019 and for the second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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

9. RE-APPOINTMENT OF MR. SRIRAM VENKATARAMAN (DIN: 06790179) AS AN INDEPENDENT DIRECTOR TO HOLD OFFICE FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 TO 31ST MARCH, 2024.

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 149, 150, 152 read with Schedule IV to the Companies Act, 2013 ("Act"), and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Sriram Venkataraman (DIN 06790179), Independent Non-Executive Director of the Company whose term expires on 31st March, 2019 being eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED LASTLY THAT anyone of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Executive Director, Mr. Shriram S. Dandekar,Vice-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.
Dated : 24th January, 2019.

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

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

Notes:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of the business referred to under Item Nos. 1 to 9 (both numbers inclusive) 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 8th February, 2019. 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 8th February, 2019 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/Manger seeking appointment/re-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/ re-appointment.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 8th February, 2019. The postal ballot period commences from 18th February, 2019 (9:00 A.M) and ends on 20th March, 2019 (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 annexed to 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 20th March, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 P. M. on 20th March, 2019, it will be considered that no reply from the Member has been received.

Regd. Office:
Kokuyo Camlin Limited
CIN: L24223MH1946PLC005434

48/2, Hilton House,
Central Road, M.I.D.C,
Andheri (East),
Mumbai - 400 093.
Dated : 24th January, 2019.

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

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

ANNEXURES FORMING PART OF THE NOTICE

EXPLANATORY STATEMENT

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

Item No. 1

The Company had appointed Mr. Nobuchika Doi as Managing Director designated as 'Chief Executive Officer and Executive Director' with effect from 1st November, 2017 for a period of 3 (three) years by way of passing resolution through Postal Ballot on 28th December, 2017. Thereafter, the Board of Directors in its meeting held on 9th May, 2018 had re-designated Mr. Nobuchika Doi as Managing Director.

In view of proposed appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer', the Company now proposes to re-designate Mr. Nobuchika Doi from 'Managing Director' to 'Executive Director' for the remaining period of his tenure of two (2) years effective from 1st November, 2018 to 31st October, 2020. The re-designation of Mr. Doi as Executive Director was approved by the Remuneration and Nomination Committee and the Board of Directors in its meeting held on 24th October, 2018 and 26th October, 2018 respectively. The consent has been received from Mr. Nobuchika Doi for his re-designation as 'Executive Director' of the Company. The other terms and conditions in respect of his remuneration as approved by members through Postal Ballot on 28th December, 2017 will remain unchanged.

The Agreement entered into between the Company and Mr. Nobuchika Doi 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 for receipt of Postal Ballot Forms/ date of e-voting i.e 20th March 2019.

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

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

Item No. 2

The Company had appointed Mr. Satish Veerappa as a Key Managerial Person (KMP) designated as 'Chief Executive Officer' effective from 9th May, 2018. The Company now proposes to appoint him as 'Manager' designated as Chief Executive Officer (CEO) of the Company for the period of 3 years from 1st November, 2018 (effective from the re-designation of Mr. Nobuchika Doi as Executive Director) 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 24th October, 2018 and by the Audit Committee and Board of Directors at their meetings held on 26th October, 2018.

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

The material terms of remuneration as contained in the Agreement executed between the Company and Mr. Satish Veerappa is given below:

I. SALARY:

Monthly salary of Rs. 4,00,000/-* .

II. HOUSE RENT ALLOWANCE:

House Rent Allowance of Rs. 2,30,640/- *per month .

III. PERQUISITES AND OTHER ALLOWANCE:

He shall be entitled to

- Medical of Rs. 1,90,980/- *per month.
- Leave Travel Allowance of Rs. 3,65,400/-* per annum.

*Such Salary, House Rent Allowance, Medical and Leave Travel Allowance shall have an annual increment of 1.5%, 2% and 10% effective from 1st April 2019, 1st April 2020 and 1st April 2021 respectively.

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

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

IV. MAXIMUM VARIABLE:

He shall be entitled to Maximum variables as under:

1st November, 2018 to 31st March, 2019	1st April, 2019 to 31st March, 2020	1st April, 2020 to 31st March, 2021	1st April, 2021 to 31st October, 2021
₹. 2486250	₹. 4980000	₹. 6720000	₹. 6162500

In addition to salary, house rent allowance, perquisites and other allowances and maximum variable pay, he shall be eligible for an Incentive plan specifically designed for him for his continued service till 2021 and him meeting the expected performance which will range from minimum ₹ 20.00 Lakhs to maximum of ₹ 144.00 Lakhs spread out during the above tenure. The total remuneration will be payable within the maximum permissible limits allowed as per Section 197, 198 and Schedule V of the Companies Act, 2013 as may be amended from time to time.

V. PROVIDENT FUND, GRATUITY FUND AND LEAVE ENCASHMENT:

In addition to salary, house rent allowance, perquisite and other allowances, maximum variable and incentive, he shall be entitled to Company's Contribution to Provident Fund and Family Pension Scheme 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.

VI. TOTAL REMUNERATION:

The aggregate of the remuneration including contribution towards Provident Fund, Employee Pension Scheme and Gratuity Fund, payable to him taken together 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.

VII. MINIMUM REMUNERATION:

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

In view of inadequate profits 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.

Details of the above Manager as required under Section 196 (4) of the Act 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 the resolution.

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

Item Nos. 3 and 4:

The Company had appointed Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Directors in whole-time employment designated as 'Chairman & Executive Director' and 'Vice-Chairman & Executive Director' respectively for the period of one (1) year with effect from 1st February, 2018 by passing a Special Resolution in the 71st Annual General Meeting held on 8th August, 2018 which is expiring on 31st January, 2019.

The Company now proposes to re-appoint Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Directors in whole-time employment designated as 'Chairman & Executive Director' and 'Vice-Chairman & Executive Director' respectively for the further period of one (1) year with effect from 1st February, 2019. The said appointment and their remuneration were also approved by the Remuneration and Nomination Committee, at it's meeting held on 21st January, 2019 and by the Audit Committee and the Board of Directors at their meeting held on 24th January, 2019, subject to approval of the Members.

The material terms of remuneration as contained in the agreement to be executed between the Company and the Whole-time Directors namely Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar are given below;

I. SALARY:

Sr. No	Name & Designation of The Whole-Time Directors	Salary Per Month (₹)
1	Mr. Dilip D. Dandekar - Chairman & Executive Director	797935
2	Mr. Shriram S. Dandekar - Vice-Chairman & Executive Director	673486

II. HOUSE RENT ALLOWANCE(HRA):

Sr. No	Name & Designation of The Whole-Time Directors	HRA Per Month (₹)
1	Mr. Dilip D. Dandekar - Chairman & Executive Director	162500
2	Mr. Shriram S. Dandekar - Vice-Chairman & Executive Director	137500

III. PERQUISITES AND OTHER ALLOWANCES:

Sr. No	Name & Designation of The Whole-Time Directors	Perquisites and other Allowances per annum (₹)
1	Mr. Dilip D. Dandekar - Chairman & Executive Director	1750000
2	Mr. Shriram S. Dandekar - Vice-Chairman & Executive Director	1470000

In addition to salary and house rent allowance, they shall be entitled to perquisites and other allowances such as gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession, for themselves and their 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 the Whole-time Directors.

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

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

In addition to salary, house rent allowance and perquisites and other allowances, they shall be entitled to Company's contribution to Provident Fund, Employee Pension Scheme 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 their tenures 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, Employee Pension Scheme, 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 Sections 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 Directors, the minimum remuneration payable respectively to each of them 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 inadequate profits of the Company, the above mentioned remuneration paid/ payable to the above Whole-time Directors 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 resolutions is set out at Annexure A.

Details of the above Whole-time Directors, 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 as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, have been given in Annexure B for the information of the members.

None of the Directors/ Key Managerial Personnel (KMP) of the Company and their relatives except the appointees are concerned or interested in these resolutions. 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 Resolutions No. 3 and 4 for your approval.

Item No.5

Pursuant to the provisions of the Companies Act 2013 ("the Act") and erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Ramanathan Sriram, was appointed as an Independent Non-Executive Director to hold office for a period of five consecutive years effective from 1st April, 2014 to 31st March, 2019, by the Members of the Company in the 67th Annual General Meeting held on 17th July, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Remuneration and Nomination Committee and in terms of the provisions of sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Ramanathan Sriram, being eligible for re-appointment as an Independent Non-Executive Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years effective from 1st April, 2019 to 31st March, 2024.

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. Ramanathan Sriram for re-appointment as an Independent Director as per the provisions of the Act.

The Company has also received a declaration from Mr. Ramanathan Sriram that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Ramanathan Sriram as required under the Regulations 36(3) and 26(4) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India have been given in the Annexure B for the information of members.

In the opinion of the Board, Mr. Ramanathan Sriram fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. A copy of draft letter for appointment of Mr. Sriram as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company 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 20th March, 2019.

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. Ramanathan Sriram as an Independent Director.

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

The Directors recommend the Special Resolution No. 5 for your approval.

Item No. 6

Pursuant to the provisions of the Companies Act 2013 ("the Act") and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Shishir B. Desai, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the 67th Annual General Meeting held on 17th July, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Remuneration and Nomination Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Shishir B. Desai, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years effective from 1st April, 2019 to 31st March, 2024.

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. Shishir B. Desai for re-appointment as an Independent Director as per the provisions of the Act.

The Company has also received a declaration from Mr. Shishir B. Desai that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Shishir B. Desai as required under the Regulations 36(3) and 26(4) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India have been given in the Annexure B for the information of members.

In the opinion of the Board, Mr. Shishir B. Desai fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is Independent of the Management. A copy of draft letter for appointment of Mr. Shishir B. Desai as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company 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 20th March, 2019.

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. Shishir B. Desai as an Independent Director.

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

The Directors recommend the Special Resolution No. 6 for your approval.

Item No. 7

Pursuant to the provisions of the Companies Act 2013 ("the Act") and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Hisamaro Garugu, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the 67th Annual General Meeting held on 17th July, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Remuneration and Nomination Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Hisamaro Garugu, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years effective from 1st April, 2019 to 31st March, 2024.

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. Hisamaro Garugu for re-appointment as an Independent Director as per the provisions of the Act.

The Company has also received a declaration from Mr. Hisamaro Garugu that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Hisamaro Garugu as required under the Regulations 36(3) and 26(4) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India have been given in the Annexure B for the information of members.

In the opinion of the Board, Mr. Hisamaro Garugu fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management. A copy of draft letter for appointment of Mr. Hisamaro Garugu as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company 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 20th March, 2019.

Further, Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted vide SEBI circular dated on 9th May, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Mr. Hisamaro Garugu has attained the age of 75 years on 1st January, 2019.

In view of the said provision of Listing Regulations, Remuneration and Nomination Committee discussed the matter and recommended the continuation of Directorship of Mr. Hisamaro Garugu for the remaining period of his exisiting term expiring on 31st March, 2019 and for the second term of five consecutive years effective from 1st April, 2019 to 31st March, 2024.

Mr. Hisamaro Garugu has rich experience of over 32 years working in research, regulatory, business development and marketing.

The Board, based on the recommendation of the Remuneration and Nomination Committee and considering the experience of Mr. Hisamaro Garugu, is of the view that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hisamaro Garugu as an Independent Director.

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

The Directors recommend the Special Resolution No.7 for your approval.

Item No. 8

Pursuant to the provisions of the Companies Act 2013 ("the Act") and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges Mr. Devendra Kumar Arora, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the 67th Annual General Meeting held on 17th July, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Remuneration and Nomination Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Devendra Kumar Arora, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years effective from 1st April, 2019 to 31st March, 2024.

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. Devendra Kumar Arora for re-appointment as an Independent Director as per the provisions of the Act.

The Company has also received a declaration from Mr. Devendra Kumar Arora that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Devendra Kumar Arora as required under the Regulations 36(3) and 26(4) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India have been given in the Annexure B for the information of members.

In the opinion of the Board, Mr. Devendra Kumar Arora fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management. A copy of draft letter for appointment of Mr. Arora as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company 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 20th March, 2019.

Further, Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted vide SEBI circular dated on 9th May, 2018 prescribes that no listed entity shall appoint a person or continue the directorship

of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.Mr. Devendra Kumar Arora has attained the age of 75 years on 6th October 2017.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Remuneration and Nomination Committee discussed the matter and recommended the continuation of Directorship of Mr. Devendra Kumar Arora for the remaining period of his exisiting term expiring on 31st March, 2019 and for the second term of five consecutive years effective form 1st April, 2019 to 31st March, 2024.

Mr. Devendra Kumar Arora is an entrepreneur and has expertise in international sourcing, business development and consultancy.

The Board, based on the recommendation of the Remuneration and Nomination Committee and considering the experience of Mr. Devendra Kumar Arora, is of the view that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Devendra Kumar Arora as an Independent Director.

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

The Directors recommend the Special Resolution No. 8 for your approval.

Item No. 9

Pursuant to the provisions of the Companies Act 2013 ("the Act") and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), Mr. Sriram Venkataraman, was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st March, 2019, by the Members of the Company in the 67th Annual General Meeting held on 17th July, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Remuneration and Nomination Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Sriram Venkataraman, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years effective from 1st April, 2019 to 31st March, 2024.

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. Sriram Venkataraman for re-appointment as an Independent Director as per the provisions of the Act.

The Company has also received a declaration from Mr. Sriram Venkataraman that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Sriram Venkataraman as required under the Regulations 36(3) and 26(4) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India have been given in the Annexure B for the information of members.

In the opinion of the Board, Mr. Sriram Venkataraman fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management. A copy of draft letter for appointment of Mr. Sriram Venkataraman as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company 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 20th March, 2019.

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. Sriram Venkataraman as an Independent Director.

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

The Directors recommend the Special Resolution No. 9 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 : 24th January, 2019.

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. Satish Veerappa as Manager and Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Whole-time Directors as required as per Part II 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	2017-18	2016-17	2015-16
1	Revenue from operations (Gross)	70153.17	68780.28	64314.09
2	Profit /(Loss) before tax	1490.49	225.25	731.05
3	Profit / (Loss) after tax	982.17	149.52	525.90

The figures for the financial years 2017-18 and 2016-17 are as per IND-AS.

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. Satish Veerappa, (46) is B.E. (Electronics) from UVCE Bangalore University and also completed PGDM from Indian Institute of Management, Calcutta.

(b) Mr. Dilip D. Dandekar (67) G.C.D is one of the promoter of the Company. He is associated with the Company since 1977 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.

(c) Mr. Shriram S. Dandekar (58) M.Sc., M.B.A is one of the promoter of the Company. He joined the Company as 'Management Trainee'. He is associated with the Company since 1983. He 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'.

ii. Past Remuneration:

Sr. No	Name of Whole-time Directors / Key Managerial Personnel	₹ In Lacs
1.	Mr. Satish Veerappa - Manager designated as Chief Executive Officer	94.49*
2.	Mr. Dilip D. Dandekar - Chairman & Executive Director	162.26
3.	Mr. Shriram S. Dandekar - Vice-Chairman & Executive Director	136.88

*Upto 31st October, 2018 and not in the capacity of Manager.

iii. Job Profile and his suitability:

(a) Mr. Satish Veerappa has over 20 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.

(b) Mr. Dilip D. Dandekar has wide experience of over 40 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.

(c) Mr. Shriram S. Dandekar has wide experience of 35 years in the field of Research and Development, Product Development, Business Planning and Marketing. With his long standing experience and knowledge he has successfully and in a sustained way contributed towards the growth of the Company.

Mr. Satish Veerappa, 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 Manager/Whole-time Directors are best suited for the responsibilities assigned to them by the Board of Directors.

iv. Remuneration Proposed:

As stated in the Explanatory Statement at Item Nos. 2, 3 and 4.

v. 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 Manager/ 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.

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

Besides the contract of employment proposed, Mr. Satish Veerappa, 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 employed with the Company as General Manager (Marketing) and Mr. Rahul D. Dandekar son of Mr. Dilip D. Dandekar employed with Company as Dy. General Manager (Marketing).

Other Directorship

Mr. Satish Veerappa : NIL

Mr. Dilip D. Dandekar

Name of the Company	Position
Camlin Fine Sciences Limited	Director Member of Shareholders Grievance 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. Satish Veerappa is not holding any shares in the Company.

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, marketing spends 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 introduction of new products with higher value addition, control over the overheads, and increase in capacities, aggressive advertising and marketing of products to reposition the brands. Such steps when adopted will enable the Company to come out from the inadequate profits.

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

The Company's state of art plant at Patalganga will enhance production capacities and enable us to widen Company's product portfolio and take on competition strongly as it benefits from lower production cost.

IV. Disclosures:

The Agreement entered into between the Company and Mr. Satish Veerappa and to be entered into between the Company and Mr. Dilip D. Dandekar and Mr. Shriram 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 20th March 2019.

Regd. Office:
Kokuyo Camlin Limited
CIN: L24223MH1946PLC005434

48/2, Hilton House,
Central Road, M.I.D.C,
Andheri (East),
Mumbai - 400 093.
Dated : 24th January, 2019.

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 Regulations) Regulations, 2015 and Secretarial Standard-2 of ICSI

Name	Satish Veerappa	Dilip D. Dandekar	Shriram S. Dandekar	Ramanathan Sriram
Director Identification Number	Not applicable	00846901	01056318	00065069
Age	46	67	58	54
Date of first Appointment on the Board	9th May, 2018	1st January, 1979	23rd September, 1992	28th July, 2008
Experience in Specific Functional Area	20 years of wide work experience in Sales, Distribution Management, Brand Management, and Team & Leadership Development	Over 40 years of wide experience in the field of Marketing, Administration and overall Management of the Company.	Over 35 years of wide experience in the field of Research and Development, Product Development, Business Planning and Marketing	He is an entrepreneur who is best known as the co-founder of Crossword Bookstores, and is a business advisor who helps enterprises create, deliver and capture value, across sectors and stages. He is passionate about entrepreneurship, business models, strategy, marketing, innovation and social entrepreneurship among others. He serves as a Trustee of SNEHA (Society for Nutrition Education and Health Action), Managing Trustee of Pratham Books, and on the advisory boards of Junoon Theatre and Toybank.
Qualifications	B.E. (Electronics) PGDM from IIM Calcutta	G.C.D	M.Sc., M.B.A	Under Graduate
Terms and Conditions of Appointment / Re-appointment	As per Item No. 2 of Explanatory Statement	As per Item No. 3 and 4 of the Explanatory Statement	As per Item No. 3 and 4 of the Explanatory Statement	As per Item No. 5 of the Explanatory Statement
Details of remuneration sought to be paid	As per Item No. 2 of Explanatory Statement	As per Item No. 3 and 4 of the Explanatory Statement	As per Item No. 3 and 4 of the Explanatory Statement	Not Applicable
Last drawn remuneration	As per point II.ii of Annexure A	As per point II.ii of Annexure A	As per point II.ii of Annexure A	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil
Directorship in other Companies*	Nil	As per point II.vi of Annexure A	As per point II.vi of Annexure A	Nil
Chairman/Member in the Committees of the Boards of other Listed companies	Nil	Member of Shareholder Grievance Committee of Camlin Fine Sciences Limited	Nil	Nil
No. of Shares held in the Company	Nil	200000	250000	Nil
Number of meetings of the Board attended during the year	Not Applicable	4	4	4

Name	Shishir B. Desai	Hisamaro Garugu	Devendra Kumar Arora	Sriram Venkataraman
Director Identification Number	01453410	00579089	05160734	06790179
Age	65	75	77	54
Date of first Appointment on the Board	28th July, 2008	19th October, 2011	17th January, 2012	31st January, 2014
Experience in Specific Functional Area	Founding Partner of Desai & Chinoy, Solicitors & Advocates. 40 years of experience as a practicing advocate and solicitor in India	Chairman of NuLink Co. Ltd., Japan. He has over 32 years of rich experience working in research, regulatory, business development and marketing. He was awarded a post-doctoral fellowship by the Japan Society for the Promotion of Science (JSPS) to conduct further research at Tokyo University and Waseda University.	He is an entrepreneur based out of Japan and has past experience of working with General Electric Co. Limited. He has wide experience in international sourcing, business development and consultancy.	He was Senior Vice Present and part of Tier 1 leadership of Infosys limited. He started the Japan business for Infosys and was responsible for Asia Pacific Region for several years. He is the CEO of Cocreate Inc. Cocreate offers business and technology advisory services to Japanese companies. Cocreate actively supports Startups by enabling them to do business with large corporations in Japan. He is the President of TiE Japan. He is a Director of Indian Commerce and Industry Assciation, Japan. He is a guest faculty in renowned management schools both in India and Japan.
Qualifications	Company Secretary and Law Graduate	M. Sc and Doctorate from Banaras Hindu University	Under Graduate	M.B.A Graduated in Electronics and Communication Engineering from Karnataka Regional Engineering College, Suratkal
Terms and Conditions of Appointment / Re-appointment	As per Item No. 6 of the Explanatory Statement	As per Item No. 7 of the Explanatory Statement	As per Item No. 8 of the Explanatory Statement	As per Item No. 9 of the Explanatory Statement
Details of remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Last drawn remuneration	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil
Directorship in other Companies*	Paramount Cosmetics (Inida) Limited Agadi Sunrise Hospitals Pvt. Ltd. Bijur Delimon India Pvt. Ltd.	Health N U Therapeutics Pvt. Ltd. Nulink Co., Ltd. Japan Chairman And COO	Nil	Indian Commerce and Industry Assciation, Japan.
Chairman/Member in the Committees of the Boards of other Listed companies	Nil	Nil	Nil	Nil
No. of Shares held in the Company	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the year	4	3	1	3

* Includes Directorship in Private Limited Companies, Companies under section 8 and Foreign Companies

Regd. Office:
Kokuyo Camlin Limited
CIN: L24223MH1946PLC005434

48/2, Hilton House,
Central Road, M.I.D.C,Andheri (East),
Mumbai - 400 093.
Dated : 24th January, 2019.

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:** 022-283665799

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 24th January, 2019 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.	Re-designation of Mr. Nobuchika Doi (DIN: 03599835) as 'Executive Director' for the remaining period of his tenure of two (2) years effective from 1st November, 2018 to 31st October, 2020.			
2.	Appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a period of three (3) years effective from 1st November, 2018 to 31st October, 2021 and remuneration payable to him.			
3.	Appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as Director in Whole-time employment designated as 'Chairman & Executive Director' for a period of one (1) year effective from 1st February, 2019 to 31st January 2020 and remuneration payable to him.			
4.	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, 2019 to 31st January 2020 and remuneration payable to him			
5.	Re-appointment of Mr. Ramanathan Sriram (DIN: 00065069) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.			
6.	Re-appointment of Mr. Shishir B. Desai (DIN: 01453410) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.			
7.	Re-appointment of Mr. Hisamaro Garugu (DIN: 00579089) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.			
8.	Re-appointment of Mr. Devendra Kumar Arora (DIN: 05160734) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.			
9.	Re-appointment of Mr. Sriram Venkataraman (DIN: 06790179) as an Independent Non-Executive Director to hold office for a period of five (5) consecutive years effective from 1st April, 2019 to 31st March, 2024.			

Place :

Date :

_____
Signature of Members

Note : Kindly read the instructions printed overleaf before filling the form.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password

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 Ballots, 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 8th February, 2019 and as per the Registrar of Members of the Company.

6. Duly completed Ballot Form should reach the Scrutinizer not later than 20th March, 2019 (5.00 p.m). Ballot Form received after 20th March, 2019 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.

Voting through electronic mode:

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 : 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:

a) If you are already registered for e-Voting, then you can user 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 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, 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:

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.

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?

1. 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.
2. 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.
3. 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