

14<sup>th</sup> February, 2019

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

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

**Scrip Code: 523207**

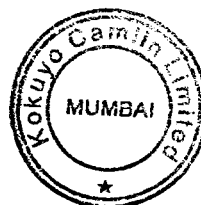
**Scrip Code: KOKUYOCLN**

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 24<sup>th</sup> 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 1<sup>st</sup> November, 2018 to 31<sup>st</sup> October, 2020.
2. Appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a period of three (3) years effective from 1<sup>st</sup> November, 2018 to 31<sup>st</sup> 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 1<sup>st</sup> February, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> February, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

We are enclosing a copy of the Postal Ballot Notice dated 24<sup>th</sup> 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 8<sup>th</sup> 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 18<sup>th</sup> February, 2019 at 9.00 a.m. (IST) and shall end on Wednesday, the 20<sup>th</sup> March, 2019 at 5.00 p.m. (IST).

The above documents are also available on the website of the Company : [www.kokuyocamlin.com](http://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.

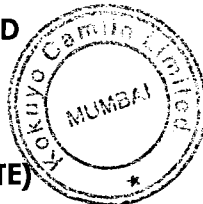
Kindly acknowledge

Thank you.

**For KOKUYO CAMLIN LIMITED**

*Ravindra V. Damle*

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



Encl : a/a



KOKUYO CAMLIN LIMITED

**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

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

of two (2) years effective from 1<sup>st</sup> October, 2020.

years effective from 1<sup>st</sup> October, 2021 and remuneration payable to him.

and remuneration payable to him. <sup>st</sup> January, 2020

2020 and remuneration payable to him. <sup>st</sup> January,

<sup>st</sup> March, 2024.

<sup>st</sup> March, 2024.

<sup>st</sup> March, 2024.

<sup>st</sup> March, 2024.

<sup>st</sup> March, 2024.

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.

not later than 5.00 P. M. on 20<sup>th</sup>  
that no reply has been received from the Member.

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

Upon completion of the scrutiny of the postal ballot forms/ e-voting, the Scrutinizer will submit his report to the Chairman  
nd

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**

read with Schedule V of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of

of the Company, the approval of the Members of the Company be and is hereby accorded to the re-designation of

retirement by rotation) for the remaining period of his tenure with effect from 1<sup>st</sup> October, 2020 on the same terms and conditions of remuneration, as approved earlier by the Members and also as set out

alter and/or vary the terms and conditions of the said re-designation and/or Agreement in such manner, as may be

**RESOLVED LASTLY THAT**

& Company Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary,

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**

if any, read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory

of the Members of the Company be and is hereby accorded to the appointment of Mr. Satish Veerappa as 'Manager' October, 2021 with substantial powers of the management of the Company and he shall be entitled to receive a

(collectively called "total Remuneration") as recommended by the Remuneration and Nomination Committee and

Mr. Satish Veerappa.

**RESOLVED FURTHER THAT**

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**

Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to

**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**

if any, read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Dilip D. Dandekar

from 1<sup>st</sup>

₹

of Directors to alter and/or vary the terms and conditions of the said appointment and/or agreement in such manner,

**RESOLVED FURTHER THAT**

Company during the term of Mr. Dilip D. Dandekar, the remuneration mentioned in the preceding part of the resolution,

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**

Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or

**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**

if any, read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory of the Members of the Company be and is hereby accorded to the appointment of Mr. Shriram S. Dandekar

1<sup>st</sup>

₹

**RESOLVED FURTHER THAT**

Company during the term of Mr. Shriram S. Dandekar, the remuneration mentioned in the preceding part of the

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**

**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**

st

st

st March, 2024.

**RESOLVED LASTLY THAT**

Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to

**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**

st

st

31<sup>st</sup> March, 2024.

**RESOLVED LASTLY THAT**

Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to

**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**

st

st

st March, 2024.

**RESOLVED FURTHER THAT**

if any, approval of members of the Company be and is hereby accorded for continuation of Directorship of

st

1<sup>st</sup> March, 2024.

**RESOLVED LASTLY THAT**

Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to

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

st

31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT**

any, approval of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Devendra

March, 2024.

**RESOLVED LASTLY THAT**

Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to

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

31<sup>st</sup>

effect from 1<sup>st</sup> March, 2024.

**RESOLVED LASTLY THAT**

Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to

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

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

Dated : 24<sup>th</sup>

**Notes:**

form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the

th

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.

their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal

7. Details in respect of the Directors/Manger seeking appointment/re-appointment, forms integral part of the notice and re-appointment.

th

20<sup>th</sup>

th

(i.e. 5:00 P. M.) on 20<sup>th</sup>

any postal ballot is received after 5:00 P. M. on 20<sup>th</sup>  
has been received.

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

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

Dated : 24<sup>th</sup>

**KOKUYO CAMLIN LIMITED**  
**ANNEXURES FORMING PART OF THE NOTICE**  
**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 1**

th<sup>st</sup> November, 2017 for a period of 3 (three) years by way of passing  
th<sup>st</sup> October, 2020. The  
th<sup>th</sup> 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

concerned or interested in the resolution.

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

**Item No. 2**

th<sup>st</sup>  
The said appointment and his remuneration were also approved by the Remuneration and Nomination Committee of the Company at its meeting held on 24<sup>th</sup>

Veerappa is given below:

**I. SALARY:**

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

**II. HOUSE RENT ALLOWANCE:**

**III. PERQUISITES AND OTHER ALLOWANCE:**

He shall be entitled to

st<sup>st</sup> April 2020 and 1<sup>st</sup> April 2021 respectively.

insurance scheme and such other perquisites and other allowances in accordance with the rules of the Company.

of any such rules, it shall be evaluated at actual cost.

**IV. MAXIMUM VARIABLE:**

1 <sup>st</sup> 31 <sup>st</sup>	1 <sup>st</sup> 31 <sup>st</sup> March, 2020	1 <sup>st</sup> April, 2020 to 31 <sup>st</sup> March, 2021	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> October, 2021
₹	₹	₹	₹

₹

₹

**V. PROVIDENT FUND, GRATUITY FUND AND LEAVE ENCASHMENT:**

shall be entitled to Company's Contribution to Provident Fund and Family Pension Scheme as per the Rules of the Company.

included in the computation of limits for the remuneration or perquisites aforesaid.

**VI. TOTAL REMUNERATION:**

Companies Act, 2013 read with Schedule V thereof amended from time to time.

**VII. MINIMUM REMUNERATION:**

Veerappa, the minimum remuneration payable to him shall be by way of Salary, house rent allowance, Perquisites

Act, 2013 as may be amended from time to time.

Veerappa requires approval of members under Schedule V read with the provisions of the Act. Accordingly,

of the members.

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

one (1) year with effect from 1<sup>st</sup> <sup>th</sup> <sup>st</sup> Annual General Meeting held

The Company now proposes to re-appoint Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Directors in whole-time

further period of one (1) year with effect from 1<sup>st</sup> <sup>th</sup> approved by the Remuneration and Nomination Committee, at it's meeting held on 21<sup>st</sup> <sup>th</sup>

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		
2		

**II. HOUSE RENT ALLOWANCE(HRA):**

Sr. No	Name & Designation of The Whole-Time Directors	HRA Per Month (₹)
1		
2		137500

**III. PERQUISITES AND OTHER ALLOWANCES:**

Sr. No	Name & Designation of The Whole-Time Directors	Perquisites and other Allowances per annum (₹)
1		1750000
2		1470000

such as gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession, for accident insurance scheme and such other perquisites and allowances in accordance with the rules of the

of any such rules, they shall be evaluated at actual cost.

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

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:**

thereof amended from time to time.

**VI. MINIMUM REMUNERATION:**

time Directors, the minimum remuneration payable respectively to each of them shall be by way of salary, house rent 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.

Directors requires approval of members under Schedule V read with the provisions of the Act. Accordingly, the information

are concerned or interested in these resolutions. The relatives of the appointees may be deemed to be interested

The Directors recommend the Special Resolutions No. 3 and 4 for your approval.

**Item No.5**

<sup>th</sup> Annual General Meeting held on 17<sup>th</sup> <sup>st</sup> April, 2014 to 31<sup>st</sup>

consecutive years effective from 1<sup>st</sup>

<sup>st</sup> March, 2024.

The Company has also received a declaration from Mr. Ramanathan Sriram that he meets the criteria of independence

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

concerned or interested in the resolution.

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

**Item No. 6**

Meeting held on 17<sup>th</sup> <sup>st</sup> Annual General

<sup>st</sup> March, 2024. <sup>st</sup>

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

concerned or interested in the resolution.

**Item No. 7**

Meeting held on 17<sup>th</sup> <sup>th</sup> Annual General

effective from 1<sup>st</sup> <sup>st</sup> March, 2024.

The Company has also received a declaration from Mr. Hisamaro Garugu that he meets the criteria of independence as

i.e 20<sup>th</sup>

that effect. Mr. Hisamaro Garugu has attained the age of 75 years on 1<sup>st</sup>

March, 2024.

marketing.

concerned or interested in the resolution.

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

**Item No. 8**

<sup>th</sup> Annual General Meeting held on 17<sup>th</sup>

effective from 1<sup>st</sup> <sup>st</sup> March, 2024.

The Company has also received a declaration from Mr. Devendra Kumar Arora that he meets the criteria of independence

i.e 20<sup>th</sup>

<sup>th</sup> October 2017.

and Nomination Committee discussed the matter and recommended the continuation of Directorship of Mr. Devendra  
consecutive years effective from 1<sup>st</sup> <sup>st</sup> March, 2024.

consultancy.

concerned or interested in the resolution.

**Item No. 9**

General Meeting held on 17<sup>th</sup> <sup>st</sup> <sup>th</sup> Annual

effective from 1<sup>st</sup> <sup>st</sup> March, 2024.

The Company has also received a declaration from Mr. Sriram Venkataraman that he meets the criteria of independence

date of e-voting i.e 20<sup>th</sup>

concerned or interested in the resolution.

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

Dated : 24<sup>th</sup>

**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

**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 24<sup>th</sup> 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		
2			225.25	731.05
3				

**iv. Foreign Investments or Collaborations, if any.**

₹.

**II. INFORMATION ABOUT THE APPOINTEE:****i. Background Details:**

& Managing Director of the Company, from 1<sup>st</sup>

Director' from 1<sup>st</sup>

<sup>st</sup> February,

**ii. Past Remuneration:**

Sr. No	Name of Whole-time Directors / Key Managerial Personnel	₹ In Lacs
1.		
2.		
3.		

\*Upto 31<sup>st</sup>

**iii. Job Profile and his suitability:**

and in a sustained way contributed towards the growth of the Company.

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

**iv. Remuneration Proposed:****v. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

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:**

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
	Director Member of Shareholders Grievance Committee
	Director
	Director
	Director
	Director
	Director
	Director
	Director
	Director
	Director

**Mr. Shriram S. Dandekar**

Name of the Company	Position
	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,

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

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

**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

**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

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

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

Dated : 24<sup>th</sup>

**KOKUYO CAMLIN LIMITED**

**Annexure – B**

Name	Satish Veerappa	Dilip D. Dandekar	Shriram S. Dandekar	Ramanathan Sriram
Number	Not applicable			
Age				54
	<sup>th</sup>	1 <sup>st</sup>	23 <sup>rd</sup>	<sup>th</sup>
Functional Area	20 years of wide work Distribution Management,  Development	Over 40 years of wide Marketing, Administration and overall Management of the Company.	Over 35 years of wide field of Research and Development, Product  Planning and Marketing	He is an entrepreneur who is best known as the co-founder of Crossword  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  (Society for Nutrition  Action), Managing Trustee of Pratham  advisory boards of Junoon Theatre and Toybank.
		G.C.D		Under Graduate
Terms and Conditions of Appointment / Re- appointment		Statement	Statement	
Details of remuneration sought to be paid		Statement	Statement	Not Applicable
				Not Applicable
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil
Directorship in other Companies*	Nil			Nil
Chairman/Member in the Committees of the companies	Nil	Member of Shareholder Grievance Committee of Camlin Fine Sciences	Nil	Nil
No. of Shares held in the Company	Nil	200000	250000	Nil
Number of meetings of the year	Not Applicable	4	4	4

**KOKUYO CAMLIN LIMITED**

Name	Shishir B. Desai	Hisamaro Garugu	Devendra Kumar Arora	Sriram Venkataraman
Number	01453410			
Age		75	77	54
	<sup>th</sup>	<sup>th</sup> October, 2011	17 <sup>th</sup> January, 2012	31 <sup>st</sup> January, 2014
Functional Area	Founding Partner of Desai & Chinoy, Solicitors & Advocates. 40 years practicing advocate	over 32 years of rich 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	He is an entrepreneur based out of Japan and has past in international sourcing, business development and consultancy.	He was Senior Vice Present and part of Region for several years. He is the 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 Association, Japan. He is a guest faculty in renowned management schools
	Company Secretary	M. Sc and Doctorate University	Under Graduate	College, Suratkal
Terms and Conditions of Appointment / Re-appointment	Statement		Statement	Statement
Details of remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	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 Agadi Sunrise	Health N U Therapeutics Chairman And COO	Nil	Association, Japan.
Chairman/Member in the	Nil	Nil	Nil	Nil
No. of Shares held in the Company	Nil	Nil	Nil	Nil
Number of meetings of the year	4	3	1	3

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

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

Dated : 24<sup>th</sup>



**M M E C O N P B N K O K G F B**

**ERP** L24223MH1946PLC005434

**Tgi f B l heg** 48/2, Hilton House, Central Road, MIDC, Andheri (E), Mumbai – 400 093B

**Glo c n** investorrelations@kokuyocamlin.com; **gdu vg:** www.kokuyocamlin.com ; **Vgn** 022-6655 7000 ; **c** 022-283665799B

**DCNN VB TOB**

(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)B	:	
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 24<sup>th</sup> 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:

<b>U-B P -B</b>	<b>Tgu nw uB</b>	<b>P -BB U ctguB</b>	<b>K gFug vB V B gB tgu nw B tB</b>	<b>K gFug vB v B gB tgu nw B Ci c uB</b>
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 1 <sup>st</sup> November, 2018 to 31 <sup>st</sup> October, 2020.			
2.	Appointment of Mr. Satish Veerappa as 'Manager' designated as 'Chief Executive Officer' for a period of three (3) years effective from 1 <sup>st</sup> November, 2018 to 31 <sup>st</sup> 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 1 <sup>st</sup> February, 2019 to 31 <sup>st</sup> 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 1 <sup>st</sup> February, 2019 to 31 <sup>st</sup> 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 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> 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 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> 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 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> 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 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> 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 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.			

Place :

Date :

Signature of Members

**P vgB** Kindly read the instructions printed overleaf before filling the form.

**GNGEVT PREB VIP I BCTVIE NCTUB**

<b>G GPFG! v i Kxg vP wo dgt)B</b>	<b>ugtBFB</b>	<b>Rcu tf B</b>

## 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 8<sup>th</sup> February, 2019 and as per the Registrar of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 20<sup>th</sup> March, 2019 (5.00 p.m). Ballot Form received after 20<sup>th</sup> 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 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 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](https://www.evoting.nsdl.com/).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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](mailto: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](mailto:info@jhrasso.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)