

22<sup>nd</sup> February, 2021

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 Sir,

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

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of Postal Ballot Notice seeking the approval of members for re- appointment of Mr. Shriram S. Dandekar (DIN:01056318) as Wholetime Director designated as 'Vice 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 1<sup>st</sup> February, 2021 by way of Special Resolution.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off dated i.e. 19<sup>th</sup> February, 2021 ("Cut-off date"). The Communication of the assent or dissent of the Members would only take place through the remote e-voting system.


The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The remote e-voting commences from 9.00 a.m. (IST) on Wednesday, 24<sup>th</sup> February, 2021 and ends at 5.00 p.m. (IST) on Thursday, 25<sup>th</sup> March, 2021. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

This Postal Ballot Notice will also be available on the Company's website www.kokuyocamlin.com and on the website of NSDL www.evoting.nsdl.com.

This is for your information and records.

Thank you.

For KOKUYO CAMLIN LIMITED



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

Encl : Postal ballot Notice



KOKUYO CAMLIN LIMITED

CIN: L24223MH1946PLC005434

Regd. Office: 48/2, Hilton House, Central Road, MIDC, Andheri (E), Mumbai – 400 093

E-mail: investorrelations@kokuyocamlin.com website www.kokuyocamlin.com

Tel: 022-6655 7000 Fax: 022-28366579

## POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, Kokuyo Camlin Limited ('the Company') is seeking consent of its members for special resolution in respect of re-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, 2021 to 31st January, 2022 and remuneration payable to him to be transacted through postal ballot, only by voting by electronic means (e-voting).

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

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

The Board of Directors of the Company, at its meeting held on 29th January, 2021 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswi Jugal, Partner of M/s. JHR & Associates as the Scrutinizer for conducting the postal ballot electronically in a fair and transparent manner.

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

Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman & Executive Director of the Company. The results will be declared on or before 27th March, 2021 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at www.kokuyocamlin.com.

### **SPECIAL BUSINESS:**

#### **1. RE-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, 2021 TO 31ST JANUARY, 2022 AND REMUNERATION PAYABLE TO HIM.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 202, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to collectively as "Act"), Articles of Association of the Company and other applicable provisions/ regulations, if any, the consent of the Members of the Company be and is hereby accorded to the re-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, 2021 and he shall be entitled to receive a monthly salary of ₹ 6,73,486/- plus house rent allowance, perquisites and other allowances and benefits (collectively called "Total Remuneration") as recommended by the Remuneration and Nomination Committee and as set out in the explanatory statement annexed hereto and also as set out in the agreement to be executed between the Company and Mr. Shriram S. Dandekar, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment and/or agreement in such manner, as may be agreed to between the Board of Directors and Mr. Shriram S. Dandekar.

**RESOLVED FURTHER THAT** pursuant to Section 197 of the Act read with Schedule V of the Act, and other applicable provisions if any, in the event of inadequacy or absence of profits in any financial year of the Company during the term of Mr. Shriram S. Dandekar, consent of the Members of the Company be and is hereby accorded for payment of the remuneration mentioned in the preceding part of the resolution, explanatory statement and the said agreement to Mr. Shriram S. Dandekar, as minimum remuneration.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Shriram S. Dandekar, Vice-Chairman and Executive Director of the Company in excess of the limits specified under the said Regulation 17(6)(e) during the tenure of his appointment from 1st February, 2021 to 31st January, 2022.

**RESOLVED FURTHER THAT** Mr. Dilip D. Dandekar, Chairman & Executive Director or Mr. Satish Veerappa, Chief Executive Officer or Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

**Regd. Office:**

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

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

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

Dated : 29<sup>th</sup> January, 2021.

**Notes:**

1. The Explanatory Statement as required under Section 102 and 110 of the Companies Act, 2013, in respect of the Special business referred 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 19<sup>th</sup> February, 2021. In compliance with MCA circulars the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 19<sup>th</sup> February, 2021 will be considered for the purpose of voting.
4. Resolution passed by the Members through postal ballot is deemed to be passed as if it has been passed at a General Meeting of the Members.
5. Details in respect of the Director seeking re-appointment, forms integral part of the notice and is given in the Annexure B to the Notice. The Director has furnished the requisite declarations for his re-appointment.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 19<sup>th</sup> February, 2021. The postal ballot period commences from Wednesday, 24<sup>th</sup> February, 2021 (9:00 A.M) and ends on Thursday, 25<sup>th</sup> March, 2021 (5:00 P.M).
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are as under.

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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

**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 1020 990 and 1800 22 44 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@kokuyocamlin.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@kokuyocamlin.com

#### **Regd. Office:**

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

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

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

Dated : 29<sup>th</sup> January, 2021

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

**Item No. 1:**

The Company had appointed Mr. Shriram S. Dandekar as Director in whole-time employment designated as 'Vice-Chairman & Executive Director', and approved his remuneration, for the period of one (1) year with effect from 1st February, 2020 to 31st January, 2021 by passing a Special Resolution through Postal Ballot on 27th March, 2020.

The Company now proposes to re-appoint Mr. Shriram S. Dandekar as Director in whole-time employment designated as 'Vice-Chairman & Executive Director' for the further period of one (1) year with effect from 1st February, 2021. The said appointment and his remuneration were also approved by the Remuneration and Nomination Committee, at its meeting held on 25th January, 2021 and by the Audit Committee and the Board of Directors at their meeting held on 29th January, 2021, subject to approval of the Members.

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

Regulation 17(6)(e) of the Listing Regulations prescribes that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in general meeting, if – i) the annual remuneration payable to such Executive Director exceeds rupees 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity: Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar, Executive Directors, are the Promoters and their aggregate annual remuneration exceeds 5% of the net profits of the Company. In this regard, approval of the Shareholders is being sought by way of Special Resolution for the payment of the remuneration of Mr. Shriram S. Dandekar for the tenure commencing from 1st February 2021.

The material terms of remuneration as contained in the agreement to be executed between the Company and the Wholetime Director Mr. Shriram S. Dandekar are given below:

**I. SALARY:**

Salary shall be ₹673486 per month.

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

House rent allowance shall be ₹137500 per month.

**III. PERQUISITES AND OTHER ALLOWANCES:**

Perquisites and other allowances shall be ₹1470000 per annum.

In addition to salary and house rent allowance, he shall be entitled to perquisites and other allowances such as gas, electricity, water, furnishing and repairs, medical reimbursement/allowance, leave travel concession, for himself and his families, club fees, provision of car with driver, telephone/fax facilities and benefit of personal accident insurance scheme and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors/ Remuneration and Nomination Committee and Mr. Shriram S. Dandekar.

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

Note that each of the above terms (i.e. Salary, HRA, perquisites and other allowances) are same as the ones approved by the Members (by Special Resolution passed through Postal Ballot on 27th March 2020) for his previous tenure which ended on 31st January 2021. No change has been proposed.

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

In addition to salary, house rent allowance and perquisites and other allowances, he shall be entitled to Company's contribution to Provident Fund and Superannuation Fund as per the rules of the Company.

Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

**V. TOTAL REMUNERATION:**

The aggregate of the remuneration including contribution towards Provident Fund, Superannuation and Gratuity Fund, payable to him shall be calculated in accordance with the provisions of Section 197 of the Act, read with Schedule V thereof as 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 Mr. Shiram Dandekar, the minimum remuneration payable to him shall be by way of salary, house rent allowance, perquisites and other allowances as set above but, in any event, subject to the provisions of Section 197 of the Act and subject to compliances required under Schedule V of the Act, as may be amended from time to time.

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

Details as required under Section 196 (4) of the Act, Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, have been given in Annexure B for the information of the members.

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

The Directors recommend the Special Resolution for your approval.

### **Regd. Office:**

Kokuyo Camlin Limited

CIN: L24223MH1946PLC005434

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

Dated : 29<sup>th</sup> January, 2021

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

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

## Annexure – A

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

### I. GENERAL INFORMATION:

#### i. Nature of Industry:

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

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

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

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

Sr. No.	Particulars	2019-20	2018-19	2017-18
1	Revenue from operations (Net)	63403.49	68877.20	63840.80
2	Profit /(Loss) before tax	878.45	2274.14	1490.49
3	Profit / (Loss) after tax	435.62	1520.33	982.17

#### 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:

Mr. Shriram S. Dandekar (60) M.Sc., M.B.A is one of the promoter of the Company. He is associated with the Company since 1983 and was later appointed as 'Executive Director' from 1st January, 1993. The Board of Directors of the Company in its meeting held on 1st February, 2013 has appointed Mr. Shriram S. Dandekar as Vice-Chairman & Executive Director of the Company.

#### ii. Past Remuneration:

Sr. No.	Name of Whole-time Director	₹ In Lakhs
1.	Mr. Shriram S. Dandekar - Vice-Chairman & Executive Director	136.90

#### iii. Recognition & Awards:

Not applicable.

#### iv. Job Profile and his suitability:

Mr. Shriram S. Dandekar has wide experience of 36 years in the field of Business Expansion, Diversification, Research and Development, Product Development, Business Planning and Marketing. With his long standing experience and knowledge he has successfully and in a sustained way contributed towards the growth of the Company.

#### v. Remuneration Proposed:

As stated in the Explanatory Statement.

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

Taking into consideration, the size of the Company and the profile of the Mr. Shriram S. Dandekar, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level Managers/ Directors respectively in other Companies.

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

Besides the contract of employment proposed between Company and Mr. Shriram S. Dandekar do not have any other pecuniary relationship with the Company.

#### Other Directorship

##### Mr. Shriram S. Dandekar

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

Mr. Shriram S. Dandekar holds 250000 equity shares in the Company.



### III. OTHER INFORMATION:

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

The Company suffered a major loss in the month of March 2020 due to disruptions in the operations caused by Covid-19 pandemic. The month of March carries disproportionately high significance in our seasonal operations since it is the beginning of school season across many parts of India. Also, the Company continues to face pricing pressure which impacts growth.

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

The Company has implemented several cost reduction measures across various functions which include short term salary reductions, renegotiations of contracts, restructuring manufacturing operations and slashing of other expenditure budgets for the year 2020-2021.

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

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

### IV. Disclosures:

The Agreement to be entered into between the Company and Mr. Shriram Dandekar which set out the terms and conditions of his appointment is available for inspection of the members of the Company at its Registered Office situated at 48/2, Hilton House, Central Road, MIDC, Andheri (E), Mumbai - 400 093 between 11.00 a.m. to 1.00 p.m. on any working day of the Company upto the last date of e-voting i.e 25th March, 2021.

#### Regd. Office:

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

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

Dated : 29<sup>th</sup> January, 2021

## Annexure – B

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 of ICSI

<b>Name</b>	<b>Shriram S. Dandekar</b>
Director Identification Number	01056318
Age	60
Date of first Appointment on the Board	23rd September, 1992
Experience in Specific Functional Area	Over 36 years of wide experience in the field of Research and Development, Product Development, Business Planning and Marketing
Qualifications	M.Sc., M.B.A
Terms and Conditions of Appointment / Re-appointment	As per Item No. 1 of the Explanatory Statement
Details of remuneration sought to be paid	As per Item No. 1 of the Explanatory Statement
Last drawn remuneration	As per point II.ii of Annexure A
Relationship with other Directors and Key Managerial Personnel	Nil
Directorship in other Companies	As per point II.vii of Annexure A
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil
No. of Shares held in the Company	250000
Number of meetings of the Board attended during the year	5

#### Regd. Office:

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

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

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

Dated : 29<sup>th</sup> January, 2021