

19<sup>th</sup> February, 2016

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

Dear Sir,

**Sub : Postal Ballot Notice**

Please find enclosed herewith the Postal Ballot Notice and form as sent to the shareholders for your record.

We wish to inform you that Mr. J. H. Ranade, Practicing Company Secretary has been appointed as the Scrutinizer for the Postal ballot / e-voting process.

Postal Ballot / e-voting by members shall be available from Thursday, the 25<sup>th</sup> February, 2016 at 9.00 a.m. until Friday, the 25<sup>th</sup> March, 2016 at 5.00 p.m. The results will be declared on or before 28<sup>th</sup> March, 2016.

We request you to kindly take the above on record.

Thank you,

For KOKUYO CAMLIN LIMITED



RAVINDRA DAMLE  
VICE PRESIDENT (CORPORATE)  
& COMPANY SECRETARY

Encl : a/a



## Kokuyo Camlin Limited

CIN: L24223MH1946PLC005434

Regd. Office: 48/2, Hilton House, Central Road, M.I.D.C., Andheri (East), Mumbai - 400 093.  
E-mail: investorrelations@kokuyocamlin.com • Website: www.kokuyocamlin.com  
Tel: 022-6655 7000 • Fax: 022-2836 6579

### 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) 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. Appointment of Mr. Dilip D. Dandekar as Chairman & Executive Director for a period of two (2) years from 1<sup>st</sup> February, 2016 and remuneration payable to him.
2. Appointment of Mr. Shriram S. Dandekar as Vice Chairman & Executive Director for a period of two (2) years from 1<sup>st</sup> February, 2016 and remuneration payable to him.
3. Appointment of Mr. Ayyadurai Srikanth as Manager and designated as "Chief Executive Officer" for a period of two and half years i.e. 30 months from 1<sup>st</sup> February, 2016 up to 31<sup>st</sup> July, 2018 and remuneration payable to him.
4. Adoption of new set of Articles of Association.

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 have appointed Mr. J. H. Ranade, Practicing Company Secretary (FCS No. 4317 C. P. No. 2520) of M/s. J. H. Ranade & Associates as the Scrutinizer for conducting the postal ballot/e-voting process 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 17.00 Hours IST on 25<sup>th</sup> March, 2016 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 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 28<sup>th</sup> March, 2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at [www.kokuyocamlin.com](http://www.kokuyocamlin.com)

**RESOLUTIONS:**

**1. APPOINTMENT OF MR. DILIP D. DANDEKAR AS CHAIRMAN & EXECUTIVE DIRECTOR FOR A PERIOD OF TWO (2) YEARS 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) (hereinafter referred to as "Act") and subject to approval of the Central Government, if required, the approval 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 of the Company and designated as "Chairman & Executive Director" (whose term of office shall not be liable to retirement by rotation) for a period of two (2) years with effect from 1<sup>st</sup> February, 2016 and he shall be entitled to receive a monthly salary of Rs. 7,25,395/- plus house rent allowance, perquisites and other allowances and benefits (collectively called "Total Remuneration") as recommended by the Remuneration and Nomination Committee and 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, copy whereof has been initialed by the Chairman for the sake of identification 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 and the said agreement shall be paid to Mr. Dilip D. Dandekar, as minimum remuneration.

**RESOLVED LASTLY THAT** any one of the Directors namely, Mr. Shriram S. Dandekar, Vice Chairman & Executive Director, Mr. Nobuchika Doi, Executive Director, Mr. Takeo Iguchi, Executive Director, Mr. Ravindra V. Damle, Vice President (Corporate) and 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, to remove any difficulty in implementation of this resolution and accept any modifications/conditions that may be prescribed by the Central Government while according its approval, if any."

**2. APPOINTMENT OF MR. SHRIRAM S. DANDEKAR AS VICE CHAIRMAN & EXECUTIVE DIRECTOR FOR A PERIOD OF TWO (2) YEARS 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) (hereinafter referred to as "Act"), and subject to approval of the Central Government, if required, the approval of the Company be and is hereby accorded to the appointment of Mr. Shriram S. Dandekar (DIN 01056318) as a Director in the whole-time employment of the Company and designated as "Vice Chairman & Executive Director" (whose term of office shall not be liable to retirement by rotation) for a period of two (2) years with effect from 1<sup>st</sup> February, 2016 and he shall be entitled to receive a

monthly salary of Rs. 6,12,260/- 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, copy whereof has been initialed by the Chairman for the sake of identification 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 and the said agreement shall be paid to Mr. Shriram S. Dandekar, as minimum remuneration.

**RESOLVED LASTLY THAT** any one of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Executive Director, Mr. Nobuchika Doi, Executive Director, Mr. Takeo Iguchi, Executive Director, Mr. Ravindra V. Damle, Vice President (Corporate) and 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, to remove any difficulty in implementation of this resolution and accept any modifications/conditions that may be prescribed by the Central Government while according its approval, if any."

**3. APPOINTMENT OF MR. AYYADURAI SRIKANTH AS MANAGER AND DESIGNATED AS "CHIEF EXECUTIVE OFFICER" FOR A PERIOD OF TWO AND HALF (2½) YEARS 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) (hereinafter referred to as "Act"), and subject to approval of the Central Government, if required, the approval of the Company be and is hereby accorded to the appointment of Mr. Ayyadurai Srikanth as Manager and designated as "Chief Executive Officer" for a period of two and half years i.e. 30 months with effect from 1<sup>st</sup> February, 2016 to 31<sup>st</sup> July, 2018 on such terms and conditions including 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. Ayyadurai Srikanth, copy whereof has been initialed by the Chairman for the sake of identification 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. Ayyadurai Srikanth.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year of the Company during the term of Mr. Ayyadurai Srikanth, the remuneration mentioned in the explanatory statement and the said agreement shall be paid to Mr. Ayyadurai Srikanth, as minimum remuneration.

**RESOLVED LASTLY THAT** any one of the Executive Directors or Mr. Ravindra V. Damle, Vice President (Corporate) and 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, to remove any difficulty in implementation of this resolution

and- accept any modifications/conditions that may be prescribed by the Central Government while according its approval, if any."

**4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

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

**Regd. Office:**

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

Dated : 29<sup>th</sup> January, 2016.

**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 4 (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 as on 12<sup>th</sup> February, 2016. 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 12<sup>th</sup> February, 2016 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 the Company/Registrar and Transfer Agent at [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com)/[sharepro@shareproservices.com](mailto:sharepro@shareproservices.com). The Registrar and Transfer Agent will forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 12<sup>th</sup> February, 2016.
8. 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.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. 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. 17:00 Hours IST) on 25<sup>th</sup> March, 2016. 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 17:00 Hours IST on 25<sup>th</sup> March, 2016, it will be considered that no reply from the Member has been received.

## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

### RESOLUTIONS:

#### Item No. 1 and 2:

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 a period of three (3) years with effect from 1<sup>st</sup> February, 2013 by passing Special Resolutions through Postal Ballot on 28<sup>th</sup> March, 2013 which expires on 31<sup>st</sup> January, 2016. The Company had also taken approval from Central Government for the payment of remuneration to Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar.

The Company now proposes to appoint Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Directors in Whole-time employment and designated as Chairman & Executive Director and Vice Chairman & Executive Director respectively for a further period of two (2) years from 1<sup>st</sup> February, 2016. The said appointments and their remuneration was also approved by the Remuneration and Nomination Committee and the Board of Directors at their meeting held on 28<sup>th</sup> January, 2016 and 29<sup>th</sup> January, 2016 respectively.

The material terms of appointment and remuneration as contained in the agreements to be executed between the Company with 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 (Rs.) |
|---------|---|------------------------|
| 1.      | Mr. Dilip D. Dandekar<br>Chairman & Executive Director        | 7,25,395               |
| 2.      | Mr. Shriram S. Dandekar<br>Vice Chairman & Executive Director | 6,12,260               |

Such respective salaries shall be increased annually by 10% for each of the Whole-time Directors effective from 1<sup>st</sup> February, 2017.

#### II. HOUSE RENT ALLOWANCE (HRA)

| Sr. No. | Name & Designation of the Whole-time Directors                | HRA Per Month (Rs.) |
|---------|---|---------------------|
| 1.      | Mr. Dilip D. Dandekar<br>Chairman & Executive Director        | 1,50,000/-          |
| 2.      | Mr. Shriram S. Dandekar<br>Vice Chairman & Executive Director | 1,25,000/-          |

Such respective house rent allowance shall be increased by Rs. 12,500/- per month for each of the Whole-time Directors effective from 1<sup>st</sup> February, 2017.

#### III. PERQUISITES AND OTHER ALLOWANCES:

| Sr. No. | Name & Designation of the Whole-time Directors               | Perquisites and other Allowances per Annum (Rs.) |
|---------|--|--|
| 1.      | Mr. Dilip D. Dandekar<br>Chairman & Managing Director        | 16,00,000/-                                      |
| 2.      | Mr. Shriram S. Dandekar<br>Vice Chairman & Managing Director | 13,30,000/-                                      |

In addition to salary, house rent allowance they shall be entitled to perquisites and other allowances such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession, meal voucher 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.

Such perquisites and other allowances shall be annually increased to Mr. Dilip D. Dandekar by Rs. 1,50,000/- and Mr. Shriram S. Dandekar by Rs. 1,40,000/- effective from 1<sup>st</sup> February, 2017.

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 AND GRATUITY FUND:**

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 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 Fund and Gratuity Fund, payable to each of the Whole-time Directors of the Company taken together shall be calculated and paid in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof.

**VI. MINIMUM REMUNERATION:**

In the event of inadequacy or absence of profit in any financial year of the Company during the term of the 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 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 including such approval as may be required from the Central Government and in addition thereto they shall also be eligible to the perquisites provided in Section IV of Schedule V of the Companies Act, 2013 as may be amended from time to time.

None of the Directors or Key Managerial Personnel's (KMPs) and their relatives except the appointee is concerned or interested in this resolution.

The Directors recommend these special resolutions for your approval

**Item No. 3:**

The Company had appointed Mr. Ayyadurai Srikanth as "Manager" and designated as "Chief Executive Officer" (CEO) for a period of 3 (three) years with effect from 1<sup>st</sup> February, 2013 by passing Special Resolution through Postal Ballot on 28<sup>th</sup> March, 2013 which expires on 31<sup>st</sup> January, 2016.

The Company now proposes to appoint Mr. Ayyadurai Srikanth as Manager and designated as "Chief Executive Officer" (CEO) for a further period up to 31<sup>st</sup> July, 2018 with effect from 1<sup>st</sup> February, 2016. The said appointments and his remuneration has also been approved by the Remuneration and Nomination Committee and the Board of Directors at their meeting held on 28<sup>th</sup> January, 2016 and 29<sup>th</sup> January, 2016 respectively.

The material terms of appointment and remuneration as contained in the agreements signed between the Company with the Manager namely, Mr. Ayyadurai Srikanth are given below:

**I. SALARY:**

Monthly salary of Rs. 2,02,070/- with an increment of 15% effective on 1<sup>st</sup> April, 2016 and annual increment of 10% effective from 1<sup>st</sup> April, 2017.

**II. HOUSE RENT ALLOWANCE/ADDITIONAL HOUSE RENT ALLOWANCE:**

House rent allowance including additional house rent allowance of Rs. 1,80,290/- per month with an increase of 15% on 1<sup>st</sup> April, 2016. Such House Rent Allowance/ Additional House Rent Allowance shall be increased annually by 10% effective from 1<sup>st</sup> April, 2017.

**III. PERQUISITES AND OTHER ALLOWANCES:**

In addition to the salary, house rent/additional house rent allowance payable, he shall be entitled to perquisites and other allowances not exceeding Rs. 13,31,000/- per annum such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession, meal voucher for himself and his family, 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. Ayyadurai Srikanth.

Such perquisites and other allowances shall be increased by 15% on 1<sup>st</sup> April, 2016 and annually increase by 10% effective from 1<sup>st</sup> April, 2017.

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.

**IV. PERFORMANCE LINKED REMUNERATION:**

In addition to the salary, house rent/additional house rent allowances and perquisites and other allowances, he shall be entitled to performances linked remuneration not exceeding Rs. 50,00,000/- per annum, after taking into account his performance and of the Company, at the discretion of the Remuneration & Nomination Committee/ Board of Directors.

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

In addition to salary, house rent/additional house rent allowances and perquisites and other allowances, performances linked remuneration, 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 total remuneration including contribution towards Provident Fund, Employee Pension Scheme, and Gratuity Fund, payable

to him shall be calculated in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof.

**VII. MINIMUM REMUNERATION:**

In the event of inadequacy or absence of profit in any financial year of the Company during the term of his appointment, the minimum remuneration payable to Mr. Ayyadurai Srikanth shall be way of salary, house rent allowance/additional house rent allowance, perquisites and other allowances performance linked remuneration and benefits as set above 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 including such approval as may be required from the Central Government and in addition thereto he shall also be eligible to the perquisites provided in Section IV of Schedule V of the Companies Act, 2013 as may be amended from time to time.

None of the Directors or Key Managerial Personnel's (KMPs) and their relatives except the appointees are concerned or interested in this resolution.

The Directors recommend this special resolution for your approval.

Since, the Company anticipates inadequate profit for the financial year ending 31<sup>st</sup> March, 2016, the payment of the above mentioned remuneration payable to Mr. Dilip D. Dandekar, Mr. Shriram S. Dandekar and Mr. Ayyadurai Srikanth may require an approval to be sought from Central Government under Schedule V read with the provision of Companies Act, 2013. Accordingly, the information as required under Schedule V of the Companies Act, 2013 with reference to the Special resolution No. 1, 2 and 3 is annexed hereto as Annexure A.

## Annexure A

### I. GENERAL INFORMATION:

#### i. Nature of Industry:

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

#### ii. Date of commencement of commercial production:

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

#### iii Financial Performance based on given indicators - (Rs. In Lacs)

| Sr. No. | Particulars                   | 2014-2015        | 2013-2014  | 2012-2013  |
|---------|-------------------------------|------------------|------------|------------|
| 1       | Revenue from Operations (net) | <b>54,387.93</b> | 46,814.51  | 43,591.52  |
| 2       | Profit/(Loss) before tax      | <b>428.12</b>    | (1,323.49) | (1,878.00) |
| 3       | Profit/(Loss) after tax       | <b>492.39</b>    | (1,158.30) | (1,343.69) |

#### iv. Foreign Investments or Collaborations, if any:

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

### II. INFORMATION ABOUT THE APPOINTEES:

|                           | Dilip D. Dandekar   | Shriram S. Dandekar   | Ayyadurai Srikanth   |
|---------------------------|---|---|--|
| i. Background Details     | Mr. Dilip D. Dandekar (64) G.C.D., is one of the promoter of the Company. He joined the Company as Management Trainee. He was later appointed as Wholetime Director in the year 1979. From 1 <sup>st</sup> June, 2002 he has been the Chairman & Managing Director of the Company. The Board of Directors in its meeting held on 1 <sup>st</sup> February, 2013 has re-designated Mr. Dilip D. Dandekar as Chairman & Executive Director. | Mr. Shriram S. Dandekar (55) M.Sc., M.B.A., is one of the promoter of the Company. He joined the Company as 'Management Trainee'. He was later appointed as "Executive Director" from 1 <sup>st</sup> January, 1993 and from 19 <sup>th</sup> October, 2011, he was designated as Jt. Management Director of the Company. The Board of Director in its meeting held on 1 <sup>st</sup> February, 2013 has re-designated Mr. Shriram S. Dandekar as 'Vice Chairman & Executive Director. | Mr. Ayyadurai Srikanth, (48) B.Tech. (Textile Technology) from Indian Institute of Technology, Delhi and also completed PGDM from Indian Institute of Management, Ahmedabad. He joined the Company as President - Sales and Marketing of the Company. Later he was appointed as a Manager to be designated as "Chief Executive Officer" w.e.f. 1 <sup>st</sup> February, 2013. |
| ii. Recognition or awards | Nil   | Nil   | Nil  |

|   | <b>Dilip D. Dandekar</b>  | <b>Shriram S. Dandekar</b>  | <b>Ayyadurai Srikanth</b>   |
|---|---|---|---|
| iii. Past Remuneration - 2014-15  | Rs. 121.75 Lacs   | Rs. 102.21 Lacs   | Rs. 74.64 Lacs  |
| iv. Job profile and his suitability   | Mr. Dilip D. Dandekar has wide experience of 46 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 growth of the Company.   | Mr. Shriram S. Dandekar has wide experience of 33 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 growth of the Company. | Mr. Ayyadurai Srikanth has 24 years' experience in Sales & Marketing, Strategic Management, Business Development and Channel Management / Distribution. Mr. Ayyadurai Srikanth's experience has been instrumental in growth of the Company. |
| v. Remuneration proposed  | As stated in item no. 1 and 2 of the explanatory statement  | As stated in item no. 1 and 2 of the explanatory statement  | As stated in item no.3 of 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, the profile of the Wholetime Directors/Manager, 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 persons in other Companies. |   |   |

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

Besides the contract of the employment proposed, Mr. Dilip D. Dandekar, Mr. Shriram S. Dandekar and Mr. Ayyadurai Srikanth (KMP) do not have any other pecuniary relationship with the Company and its managerial personnel except that of Ms. Aditi D. Dighe daughter to Mr. Dilip D. Dandekar employed with Company as General Manager (Marketing).

Mr. Dilip D. Dandekar holds 8,94,200 Equity Shares and Mr. Shriram S. Dandekar holds 2,50,000 Equity Shares of the Company. Mr. Ayyadurai Srikanth is not holding shares of the Company.

**Other Directorship**

**Mr. Dilip D. Dandekar**

| <b>Name of the Company</b>                  | <b>Position</b>                                     |
|---|---|
| Camlin Fine Science Ltd.                    | Director<br>Member Shareholders Grievance Committee |
| Alphakids Learning and Activity Centre Ltd. | Director  |
| Triveni Pencils Ltd.                        | Director  |

| Name of the Company              | Position                              |
|----------------------------------|---------------------------------------|
| Nilmac Packaging Industries Ltd. | Director                              |
| Camart Finance Limited           | Director                              |
| Camlin International Ltd.        | Director                              |
| CAFCO Consultants Ltd.           | Director                              |
| Chemolution Chemicals Ltd.       | Director                              |
| Data Matics Global Services Ltd. | Director<br>Member of Audit Committee |
| DDI Finance Pvt. Ltd.            | Director                              |
| Colart Camlin Canvas Pvt. Ltd.   | Director                              |

**Mr. Shriram S. Dandekar**

| Name of the Company                          | Position |
|--|----------|
| Camlin International Ltd.                    | Director |
| Dandekar Investments & Consultants Pvt. Ltd. | Director |

**III. OTHER INFORMATION:**

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

In spite of robust growth in sales volume, the Company earned inadequate profit for the year ended 31<sup>st</sup> March, 2015 due to increased manpower cost, marketing spends and operational expenses some of which Company has strategically planned looking into future long term benefits.

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

For improving profitability, the Company has initiated measures like introduction of new value added products, control over the overheads, and increase in capacities, aggressive advertising and marketing of products to reposition the brands. Such steps will enable the Company to improve its performance and profitability.

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

The Company has improved its performance in nine months of current year as compared to previous year. The above measures taken as referred in point no. b should enable the Company to increase its productivity and profits in coming years.

**IV. DISCLOSURES:**

The Agreement proposed to be entered into between the Company and Mr. Dilip D. Dandekar, Mr. Shriram S. Dandekar and Mr. Ayyadurai Srikanth respectively, which set out the terms and conditions of their appointment and remuneration are available for inspection by the members of the Company at its Registered Office situated at 48/2, Hilton House, Central House, M.I.D.C., Andheri (E), Mumbai - 400 093 between 11.00 a.m. and 1.00 p.m. on any working day of the Company upto the last date for receipt of Postal Ballot Forms/date of voting i.e. 25<sup>th</sup> March, 2016.

**Item No. 4:**

The existing Articles of Association ('AOA') are based on the Indian Companies Act, 1913 and the Companies Act, 1956. The said AOA has been amended from time to time over the past several years. Accordingly, in order to align the AOA with the provisions of the Companies Act, 2013, which is currently in force, it is considered expedient to wholly replace the existing AOA with new set of Articles of Association, so as to ensure that the provisions of the AOA are in conformity with the Companies Act, 2013.

The proposed new AOA is being available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company upto the last date for receipt of Postal Ballot Forms/date of voting i.e. 25<sup>th</sup> March, 2016.

None of the Directors/Key Managerial Personnel's (KMPs) of the Company and their relatives are concerned or interested in the resolution.

The Directors recommend this Special Resolution for your approval.

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

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

**Regd. Office:**

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

Dated : 29<sup>th</sup> January, 2016.



## Kokuyo Camlin Limited

CIN: L24223MH1946PLC005434

Regd. Office: 48/2, Hilton House, Central Road, M.I.D.C., Andheri (East), Mumbai - 400 093.  
E-mail: investorrelations@kokuyocamlin.com • Website: www.kokuyocamlin.com  
Tel: 022-6655 7000 • Fax: 022-2836 6579

### POSTAL BALLOT FORM

Ballot No. \_\_\_\_\_

Name and address of sole/  
First named member \_\_\_\_\_ :

Name(s) of Joint Holder(s) \_\_\_\_\_ :

Registered Folio No./  
DP ID No./Client ID No. \_\_\_\_\_ :

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 29<sup>th</sup> January, 2016 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.      | Appointment of Mr. Dilip D. Dandekar as Chairman & Executive Director for a period of two years and remuneration payable to him.                                   |               |                                     |  |
| 2.      | Appointment of Mr. Shriram S. Dandekar as Vice Chairman & Executive Director for a period of two years and remuneration payable to him.                            |               |                                     |  |
| 3.      | Appointment of Mr. Ayyadurai Srikanth as "Manager" and designated as "Chief Executive Officer" for a period of Two and Half years and remuneration payable to him. |               |                                     |  |
| 4.      | Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.  |               |                                     |  |

Place :

Date :

\_\_\_\_\_  
Signature of Member

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/Authorisation, with the specimen signature(s) of the authorised signatory(ies).
5. The voting rights of members shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on 12<sup>th</sup> February, 2016 and as per the Registrar of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 25<sup>th</sup> March, 2016 Ballot Form received after 25<sup>th</sup> March, 2016 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 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:

- a) User Id and Password for e-voting is provided in the table given on the face of this instruction Slip to E-voting facility. Please note that the Password is an Initial Password.
- b) Launch the internet browser by typing the following <https://www.evoting.nsdl.com>
- c) Click on "Shareholder-Login".
- d) Put User ID and Password noted in step (a) above as the Initial Password. Click login: if you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- e) If you are logging in for the first time, Password change Menu appears. Change the Password of your choice with minimum 8 digit/characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f) Home page of E "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- g) Select "EVEN (E-voting Event Number)" of Kokuyo Camlin Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h) Now you are ready for "e-voting" as "Cast Vote" page opens.
- i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.
- j) Upon confirmation, the message "Voting Cast Successfully" will be displayed.
- k) Kindly not that vote once casted cannot be modified.
- l) Instructional members (i.e. member other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at: [info@jhrnade.associates](mailto:info@jhrnade.associates) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).