

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To:

The Shareholder(s),

Notice of Postal Ballot ('Notice') is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December 2021, 3/2022 dated 05th May 2022 and 11/2022 dated 28th December 2022 in view of COVID-19 pandemic ("MCA Circulars"), that the resolutions appended below is proposed by the Board of Directors of the Company to be passed by the Members of Kanchi Karpooram Limited ("the Company") through postal ballot by way of remote electronic voting ("Postal Ballot").

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.kklgroup.in.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions, setting out material facts and the reasons for the resolutions, are also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

The Board of Directors of the Company ("the Board") has appointed Mr. Lovelish Lodha N, Practising Company Secretary, Chennai as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, 23rd



March 2023. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services Limited ("CDSL") for the purpose of providing remote e-voting facility to its Members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at www.kklgroup.in and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before Saturday, 25th March 2023. Additionally, the results will also be uploaded on the website of CDSL at www.evotingindia.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., Thursday, 23rd March 2023.

ITEM NO. 1:

Approval of payment of remuneration to Mr. Suresh V Shah, Managing Director

To consider and, if thought fit, to pass the following resolutions as Special Resolution(s):

"RESOLVED that in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the 28th Annual General Meeting held on September 03, 2021 ("28th AGM") and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for payment of remuneration to Mr. Suresh V Shah (DIN: 01659809), Managing Director as set out in the Explanatory Statement, for the period from April 01, 2023 to September 30, 2026, notwithstanding that such remuneration may exceed 10% (ten percent) being the limit specified under Section 197, Schedule V of the Companies Act 2013 and limits mentioned in Regulation 17 of Listing Regulation in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during the period April 01, 2023 to September 30, 2026, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Mr. Suresh V Shah.

RESOLVED FURTHER THAT that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Suresh V Shah passed at the 28th AGM shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Suresh V Shah within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

ITEM NO. 2:

Approval of payment of remuneration to Mr. Dipesh S Jain, Managing Director

To consider and, if thought fit, to pass the following resolutions as Special Resolution(s):



“RESOLVED that in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the resolution passed in the 28th Annual General Meeting held on September 03, 2021 (“28th AGM”) and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for payment of remuneration to Mr. Dipesh S Jain (DIN: 01659930), Managing Director as set out in the Explanatory Statement, for the period from April 01, 2023 to September 24, 2025, notwithstanding that such remuneration may exceed 10% (ten percent) being the limit specified under Section 197, Schedule V of the Companies Act 2013 and limits mentioned in Regulation 17 of Listing Regulation in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during the period April 01, 2023 to September 24, 2025, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Mr. Dipesh S Jain.

RESOLVED FURTHER THAT that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Dipesh S Jain passed at the 28th AGM shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Dipesh S Jain within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

ITEM NO. 3:

Approval of payment of remuneration to Mr. Arun V Shah, Whole Time Director

To consider and, if thought fit, to pass the following resolutions as Special Resolution(s):

“RESOLVED that in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the resolution passed in the 28th Annual General Meeting held on September 03, 2021 (“28th AGM”) and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for payment of remuneration to Mr. Arun V Shah (DIN: 01744884), Whole Time Director as set out in the Explanatory Statement, for the period from April 01, 2023 to September 24, 2025, notwithstanding that such remuneration may exceed 10% (ten percent) being the limit specified under Section 197, Schedule V of the Companies Act 2013 and limits mentioned in Regulation 17 of Listing Regulation in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during the period April 01, 2023 to September 24, 2025, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Mr. Arun V Shah.



RESOLVED FURTHER THAT that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Arun V Shah passed at the 28th AGM shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Arun V Shah within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

By the Order of Board of Directors

Place: Chennai
Date: February 14, 2023

J. R. VISHNU VARTHAN
COMPANY SECRETARY
ACS: 43251

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended, and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
3. This notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, 10th February 2023 ("Cut-off Date"). The voting rights of Members shall be in proportion to their shares of the paid-up Equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut- off date should treat this Notice for information purpose only.
4. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
5. It is clarified that if a Member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.kklgroup.in and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
6. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facility to its members. The instructions for e-voting are given below.



7. Shareholders may please note that this Notice will also be available on the Company's website at www.kklgroup.in, websites of the Stock Exchanges at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
8. The e-voting period shall commence on Wednesday, 22nd February 2023 at 9.00 A.M. and ends on Thursday 23rd March 2023 at 5.00 P.M. Please note that the E-voting module will be disabled for voting by CDSL after the said date and time. Once the vote on a resolution is cast by Members, it cannot be changed subsequently.
9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper (in English Language) and shall be hosted on the Company's website at www.kklgroup.in. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.
10. In terms of the General Circulars No. 14/2020 dated 08th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021, 3/2022 dated 05th May 2022 and 11/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 22nd February 2023 at 09.00 AM and ends on 23rd March 2023 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th February 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without



having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at



	<p>https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Part registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository sit successful authentication, wherein you can see e-Voting feature. Click on company name or e-service provider name and you will be redirected to e-Voting service provider website for castir vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.



- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant “Kanchi Karpooram Ltd” on which you choose to vote.



- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@kklgroup.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 investor@cameoindia.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.

1800 22 55 33

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NOS. 1,2 AND 3**

Members may kindly recall, at their 27th Annual General Meeting (AGM) held on September 25, 2020, Mr. Dipesh S Jain and Mr. Arun V Shah was appointed as Managing Director and Whole Time Director respectively for the period of 5 (five) years w.e.f. September 25, 2020. Mr. Suresh V Shah was reappointed as the Managing Director of the Company in the 28th Annual General Meeting (AGM) held on September 3, 2021 for the period of 5 (five) year w.e.f October 1, 2021.

The Members, while approving the above appointments and their respective remuneration, had also approved that if in any financial year, the Company has no profit or inadequate profit for payment of the remuneration as decided by the Board of Directors from time to time, the same shall be paid to the Managerial Personnel with the approval of competent authority, if required.

The Company's profit was mainly affected due to the huge fluctuations in foreign exchange, increase in Raw material & all input cost prices and fall in Camphor prices. These developments have adversely impacted the profitability of the Company during the FY-21 and FY-22. It is likely that the situation of inadequacy of Net Profit will continue for some more time, accordingly, the managerial remuneration payable to Mr. Suresh V Shah-Managing Director, Mr. Dipesh S Jain-Joint Managing Director, Mr. Arun V Shah-Whole Time Director, during the remaining period of their present tenure of appointment may exceed the limits prescribed u/s 197 of the Act.

In terms of the provisions of Section 197 (as amended), read with Schedule V of the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit. Further, pursuant to SEBI LODR, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The approval of the members to the proposed special resolution set out at Item No. 1,2 & 3 of this Notice shall also cover the requirements of SEBI LODR mentioned above.

In view of the above, approval of the Members is sought for remuneration payable to the Managerial Personnel as set out below. It is clarified that no increase in remuneration of the Managerial Personnel is proposed in terms of the resolutions set out at Item nos. 1, 2 & 3 of this Notice vis-à-vis the remuneration already approved by the Members in the year 2020 and 2021.

i. The details of remuneration payable to Mr. Suresh V Shah, Managing Director for the period April 01, 2023 to September 30, 2026 despite inadequacy or absence of profits is as under:**Salary:**

Maximum of Rs. 12.00 lakhs per month. The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance.



Benefits, Perquisites & Allowances:

- Fully furnished accommodation
- Leave encashment of un-availed leave at the end of his term as per Company policy.
- Personal accident insurance equal to premium.
- Reimbursement of Medical expenses incurred for Self, Spouse and max of 2 Dependent children to the maximum of Rs. 60,000 per month.
- Subscription of membership fees for two clubs in India.
- Provision of Car and company driver for official use as per rules of the Company in force from time to time.
- Contribution to Provident Fund, Superannuation Fund. Gratuity equivalent to 15 days salary (Basic+DA) per annum payable at the end of his term.
- Actual leave travel expenses once in a year to any place in India and once in two years to foreign countries for Self, Spouse and max of 2 Dependent children subject to ceiling of one month's salary last drawn (Basic+DA).
- Any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination and Remuneration Committee.

Commission:

Commission will be calculated and payable every year on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. Subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013.

ii. The details of remuneration payable to Mr. Dipesh S Jain, Managing Director for the period April 01, 2023 to September 24, 2025 despite inadequacy or absence of profits is as under:

Salary:

Maximum of Rs. 10.00 lakhs per month. The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance.

Benefits, Perquisites & Allowances:

- Fully furnished accommodation
- Leave encashment of un-availed leave at the end of his term as per Company policy.
- Personal accident insurance equal to premium.
- Reimbursement of Medical expenses incurred for Self, Spouse and max of 2 Dependent children to the maximum of Rs. 60,000 per month.
- Subscription of membership fees for two clubs in India.
- Provision of Car and company driver for official use as per rules of the Company in force from time to time.
- Contribution to Provident Fund, Superannuation Fund. Gratuity equivalent to 15 days salary (Basic+DA) per annum payable at the end of his term.
- Actual leave travel expenses once in a year to any place in India and once in two years to foreign countries for Self, Spouse and max of 2 Dependent children subject to ceiling of one month's salary last drawn (Basic+DA).
- Any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination and Remuneration Committee.

**Commission:**

Commission will be calculated and payable every year on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. Subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013.

iii. The details of remuneration payable to Mr. Arun V Shah, Whole Time Director for the period April 01, 2023 to September 24, 2025 despite inadequacy or absence of profits is as under:**Salary:**

Maximum of Rs.6.00 lakhs per month. The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance.

Benefits, Perquisites & Allowances:

- Fully furnished accommodation
- Leave encashment of un-availed leave at the end of his term as per Company policy.
- Personal accident insurance equal to premium.
- Reimbursement of Medical expenses incurred for Self, Spouse and max of 2 Dependent children to the maximum of Rs. 60,000 per month.
- Subscription of membership fees for two clubs in India.
- Provision of Car and company driver for official use as per rules of the Company in force from time to time.
- Contribution to Provident Fund, Superannuation Fund. Gratuity equivalent to 15 days salary (Basic+DA) per annum payable at the end of his term.
- Actual leave travel expenses once in a year to any place in India and once in two years to foreign countries for Self, Spouse and max of 2 Dependent children subject to ceiling of one month's salary last drawn (Basic+DA).
- Any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination and Remuneration Committee.

Commission:

Commission will be calculated and payable every year on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. Subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013.

None of the Directors and Key Managerial Personnel of the Company except Mr. Arun V Shah, Mr. Suresh V Shah, Mr. Dipesh S Jain and Mrs. Pushpa S Jain and their relatives, are concerned or interested in the resolution mentioned at Item No.1, 2 & 3 of the Notice.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No.1,2 and 3 as a Special Resolution for your approval.

**ANNEXURE**

(A) Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013 & applicable Rules thereunder

I. General Information:.

- 1. Nature of industry:** Engaged in the manufacture of Synthetic Camphor and its derivatives
- 2. Date or expected date of commencement of commercial production:** Existing Company in operation since 1992
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4. Financial performance based on given indicators:** The financial and operating performance of the Company during last three financial years and during financial year 2022-23 (upto December 31, 2022) is as under:

[Rs. in Lac]

Particulars	FY 2019-20 (Audited)	FY 2020-21 (Audited)	FY 2021-22 (Audited)	FY 2022-23 (upto 31.12.2022) (Unaudited)
Turnover	20,368.81	18,662.38	25,351.88	16,365.17
Profit/ (Loss) before tax	3,517.20	8,214.43	4,261.10	1,567.21
Net Profit after Tax	2,594.63	6,269.09	3,068.01	1,152.03

5. Foreign investments or collaborations, if any:

The Company has not made any foreign direct investments during the year. The aggregate foreign shareholding in the Company stands at 3.68% including FPI's, NRI's, Foreign individuals etc.,

II. Information about the Executive Directors**1. Background Details:****Suresh V Shah:**

Mr. Suresh V Shah has more than 45 years of experience in Camphor industry. Kanchi Karpooram Limited is the brain child of Mr. Suresh V Shah and he is a part of the Board since Company's inception (1992). He has been managing the overall operations of the Company and specially import and export transactions. His contribution towards development of company business is highly commendable.

Dipesh S Jain:

Mr. Dipesh S Jain assumed charge as the Director of the Company with effective from 11.11.2005. He is a Chemical Engineer with over 17 years of experience, responsible for Production. He headed the expansion works of the Company completed successfully in the year 2021-22. He is managing the factory operation.

Arun V Shah:

Mr. Arun V Shah, is a B.Com Graduate and having to his credit More than 30 years of experience in sales in general and camphor in particular. He is a part of the company's Board since 1994 and has been dedicating his substantial time in the marketing and promotion of company's product. His contribution towards development of company' business is highly commendable.

**2. Past Remuneration:**

Please refer details of their past remuneration approved by the shareholders at the Annual General Meeting held on September 03, 2021. The notice of Annual General Meeting is available on the website of the Company at www.kklgroup.in

[Rs. in Lac]

Name of the Director	FY 2019-20*	FY 2020-21*	FY 2021-22*
Suresh V Shah	173.59	192.37	201.14
Dipesh S Jain	114.51	122.05	143.72
Arun V Shah	72.81	82.96	99.63

* Short term benefits not included.

3. Recognition or Awards: Nil**4. Job Profile and Suitability:**

As the Executive Directors of the Company Mr. Suresh V Shah, Mr. Dipesh S Jain and Mr. Aun V Shah are entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them by the Board. Mr. Suresh V Shah, Mr. Dipesh S Jain and Mr. Arun V Shah are Senior Corporate Executives of proven caliber and skill and are having wide ranging experience in various field of the business.

5. Remuneration proposed:

As per item no 1, 2 and 3 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

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

The remuneration of Mr. Suresh V Shah, Mr. Dipesh S Jain and Mr. Arun V Shah are comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: None**III. Other Information****1. Reasons of loss or inadequate profits:**

The Company's profit was mainly affected due to the huge fluctuations in foreign exchange, increase in Raw material & all input cost prices and fall in Camphor prices which are entirely market driven.

2. Steps taken or proposed to be taken for improvement:

Company's competitive strengths position it well to capture opportunities for growth and profitability. The Company has completed its expansion programme last year which will result in additional revenue and better profitability in the upcoming years. The Company is also in the process of exploring the manufacturing of allied products of Alpha Pinene and IP grade Camphor. The Company is also analyzing the techno economic viability of the said Alpha Pinene products.

**3. Expected increase in productivity and profits in measurable terms:**

Considering the favorable global and market conditions and other favorable factors as mentioned above, the various steps taken by the Company for reducing finance and operating cost and increasing efficiencies and the increased thrust of the Company on production, the Company is hopeful of further improving profitability in the years to come.

(B) Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**1. Financial and operating performance of the Company during the three preceding financial years:**

Details provided in para A (I) (4) above.

2. Remuneration or commission drawn by individual concerned in any other capacity from the Company:

No Managerial Personnel has drawn remuneration or commission in any other capacity from the Company.

3. Remuneration or Commission drawn by Managerial Personnel from any other company: Nil**4. Professional qualification and experience: Please refer Para A (II) (1) above****5. Relationship between remuneration and performance:**

According to recommendations made by the Nomination & Remuneration Committee, Executive Directors are compensated based on their performance and job responsibilities.

6. The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the company:

Performance management is a key component of your company's culture. All Board members and employees are evaluated based on their performance against their goals and objectives. In addition to the Board's approved Remuneration Policy, they are governed by the Company's Performance Management System

7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:

Your Company has a clearly laid out Board approved Remuneration Policy. This policy outlines, inter-alia, separate remuneration parameters for Directors and other employees.

8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year

Please refer the details outlined in the table appearing at the end of this Notice giving details of Directors pursuant to Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

9. Reasons and justification for payment of remuneration:

Keeping in view the long experience and expertise of the Managerial Personnel to lead the business towards increased revenue and profitability, it is proposed to pay the remuneration to the Managerial Personnel for the remaining period of their present tenure on the terms already approved by the Members.

**Details of the Directors pursuant to the provisions of Regulation 36 of SEBI LODR & Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable**

Name	Mr. Suresh V Shah	Mr. Dipesh S Jain	Mr. Arun V Shah
Date of Birth	19.01.1953	22.01.1980	19.02.1964
DIN	01659809	01659930	01744884
Nationality	Indian	Indian	Indian
Relationship with Other Director	Brother of Mr. Arun V Shah and Father of Mr. Dipesh S Jain	Son of Mr. Suresh V Shah	Brother of Mr. Suresh V Shah
Date of Appointment on Board	From Incorporation	11.11.2005	25.09.2021
Qualification	Matric	BE-Chemical Engineer	B.Com
Expertise in Area	Mr. Suresh V Shah has more than 45 years of experience in Camphor industry. Kanchi Karpooram Limited is the brain child of Mr. Suresh V Shah and he is a part of the Board since Company's inception (1992). He has been managing the overall operations of the Company and specially import and export transactions.	He is a Chemical Engineer with over 17 years of experience, responsible for Production and Factory operation	More than 30 years of experience in sales in general and camphor Also has dedicated his substantial time in the marketing and promotion of company's product. His contribution towards development of company' business is highly commendable.
No. of Shares held	4,51,307	3,37,850	1,78,050
List of Directorships held in other Companies	Kanchi Agro Product Private Ltd	Kanchi Agro Product Private Ltd	Nil
Chairmanship(s) / Membership(s) of Board Committees in Other Companies	Nil	Nil	Nil
Terms and Conditions of Reappointment	Not Applicable	Not Applicable	Not Applicable
Number of Board Meetings attended (FY - 22-23 till the date of this Notice)	8	8	8