



**Kokuyo Camlin Limited**

CIN: L24223MH1946PLC005434

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

E-mail: [investorrelations@kokuyocamlin.com](mailto:investorrelations@kokuyocamlin.com)

Tel: 022-6655 7000 • Fax: 022-2836 6579

23<sup>rd</sup> June, 2014

Dear Members,

We are enclosing herewith New Proxy form pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014.

You are requested to kindly use this enclosed Proxy form only and send the duly completed form at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**FOR KOKUYO CAMLIN LIMITED**

**RAVINDRA DAMLE**

**VICE PRESIDENT (CORPORATE)**

**& COMPANY SECRETARY.**

ENCL: AS ABOVE



## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



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#### 67<sup>th</sup> ANNUAL GENERAL MEETING - 17<sup>th</sup> JULY, 2014

Name of the Member(s)	
Registered Address	
E-mail ID	

Folio No/Client ID																			
DP ID																			

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

Name : \_\_\_\_\_ Email: \_\_\_\_\_

Address : \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

Name : \_\_\_\_\_ Email: \_\_\_\_\_

Address : \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

Name : \_\_\_\_\_ Email: \_\_\_\_\_

Address : \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 67<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday the 17<sup>th</sup> July, 2014 at 11.30 a.m. at Textile Committee Building Auditorium, 1<sup>st</sup> Floor, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion Number	Resolutions	Vote (optional see Note 2) (Please mention No. of Shares)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	To receive, consider and adopt the audited Profit and Loss Account for the year ended 31 <sup>st</sup> March, 2014 and Balance Sheet of the Company as at that date, and the Report of the Directors and Auditors' thereon.			
2	To appoint a Director in place of Mr. Takeo Iguchi, (DIN 03599826) who retires by rotation and being eligible offers himself for re-appointment.			
3	To appoint M/s. B. K. KHARE and CO., Chartered Accountants, (Firm Registration No. 105102W) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.			

Resolu- tion Number	Resolutions	Vote (optional see Note 2) (Please mention No. of Shares)		
		For	Against	Abstain
<b>SPECIAL BUSINESS</b>				
4	Appointment of Mr. Ramanathan Sriram (DIN 00065069) as an Independent Director to hold office for five (5) consecutive years for term upto 31 <sup>st</sup> March, 2019.			
5	Appointment of Mr. Shishir B. Desai (DIN 01453410) as an Independent Director to hold office for five (5) consecutive years for term upto 31 <sup>st</sup> March, 2019.			
6	Appointment of Mr. Hisamaro Garugu (DIN 00579089) as an Independent Director to hold office for five (5) consecutive years for term upto 31 <sup>st</sup> March, 2019.			
7	Appointment of Mr. Devendra Kumar Arora (DIN 05160734) as an Independent Director to hold office for five (5) consecutive years for term upto 31 <sup>st</sup> March, 2019.			
8	Appointment of Mr. Venkataraman Sriram (DIN 06790179) as an Independent Director to hold office for five (5) consecutive years for term upto 31 <sup>st</sup> March, 2019.			
9	Appointment of Mr. Noriyuki Watanabe (DIN 06391818) as an Independent Director to hold office for five (5) consecutive years for term upto 31 <sup>st</sup> March, 2019.			
10	Appointment of Mr. Yasushi Inoue (DIN 06838399) as a Director, who is liable to retire by rotation			
11	Alteration in Articles No. 128(d) of the Articles of Association of the Company.			
12	Mr. Takuya Morikawa (DIN 03599830) non-retiring Director to be appointed as a Director whose term of office being liable to retire by rotation.			
13	Mr. Nobuchika Doi (DIN 03599835) non-retiring Director to be appointed as a Director whose term of office being liable to retire by rotation.			
14	Appointment of Mr. Nobuchika Doi (DIN 03599835) as a Director in Wholetime employment designated as Executive Director for the period of three years with revision in remuneration effective from 1 <sup>st</sup> November, 2014			
15	Appointment of Mr. Takeo Iguchi (DIN 03599826) as a Director in Wholetime employment designated as Executive Director for the period of three years with revision in remuneration effective from 1 <sup>st</sup> November, 2014.			
16	Dis-investment in Subsidiary Company namely, Alphakids Learning and Activity Centre Limited (Previously known as Camlin Alphakids Limited) by way of sale of equity/preference shares to the related parties.			
17	To ratify and confirm the remuneration of ₹ 1,50,000/- plus service tax as applicable and reimbursement of out of pocket expenses to be paid to M/s Vinay Mulay & Co, as Cost Accountants for conducting the audit of cost records of the Company for the financial year ending 31 <sup>st</sup> March, 2015.			
18	Consent for mortgaging and/or charging all immovable and movable properties of the Company upto the limit of ₹ 150.00 cores.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of the proxy holder(s)

Affix  
Revenue  
Stamp

**Notes:**

1. This form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.