



## KOKUYO CAMLIN LIMITED

Registered Office:  
48/2, Hilton House, Central Road, MIDC, Andheri (East), Mumbai – 400 093  
CIN NO- L24223MH1946PLC005434

### RESULT OF E-VOTING AND POLL AT AGM

Result of the voting conducted through e-voting in respect of passing of resolutions as set out in notice dated 9<sup>th</sup> May 2014 pursuant to Section 108 and Rule 20(3) (xi) & Section 109 and rule 21 (2) of the Companies Act, 2013 Companies ( Management & Administration ) Rules 2014

#### Item No. 1: Ordinary Resolution

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.

Clause 35B (Physical and e-Voting)								
Resolution 1								
Promoter /Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.0	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	606952	2000	99.671	0.328
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010441</b>	<b>2000</b>	<b>99.997</b>	<b>0.002</b>

**Item No. 2 : Ordinary Resolution**

To appoint Mr. Takeo Iguchi (DIN 03599826) as a 'Director':

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 2</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public-Others	72	21829963	608952	2.78	606952	2000	99.671	0.328
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010441</b>	<b>2000</b>	<b>99.997</b>	<b>0.0025</b>

**Item No. 3 : Ordinary Resolution**

To re-appoint the Auditors:

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 3</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public-Others	72	21829963	608952	2.78	606952	2000	99.67	0.328
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010441</b>	<b>2000</b>	<b>99.99</b>	<b>0.002</b>

**Item No. 4 : Ordinary Resolution**

To appoint 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:

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 4</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public-Others	72	21829963	608952	2.78	605959	2993	99.505	0.4915
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79009448</b>	<b>2993</b>	<b>99.996</b>	<b>0.0037</b>

**Item No. 5 : Ordinary Resolution**

To appoint 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:

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 5</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	23	75217004	75074950	99.81	75074950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public-Others	71	21829963	608844	2.78	606844	2000	99.671	0.328
<b>Total</b>	<b>95</b>	<b>100303806</b>	<b>78936333</b>	<b>78.69</b>	<b>78934333</b>	<b>2000</b>	<b>99.997</b>	<b>0.0025</b>

**Item No. 6 : Ordinary Resolution**

To appoint 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.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 6</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	23	75217004	75074950	99.81	75074950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	606949	2003	99.671	0.3289
<b>Total</b>	<b>96</b>	<b>100303806</b>	<b>78936441</b>	<b>78.69</b>	<b>78934438</b>	<b>2003</b>	<b>99.997</b>	<b>0.0025</b>

**Item No. 7: Ordinary resolution**

To appoint 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.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 7</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	605959	2993	99.508	0.491
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79009448</b>	<b>2993</b>	<b>99.996</b>	<b>0.0037</b>

**Item No. 8 : Ordinary Resolution**

To appoint 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.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 8</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	71	21829963	608702	2.78	606699	2003	99.670	0.329
<b>Total</b>	<b>96</b>	<b>100303806</b>	<b>79012191</b>	<b>78.77</b>	<b>79010188</b>	<b>2003</b>	<b>99.997</b>	<b>0.002</b>

**Item No. 9 : Ordinary Resolution**

To appoint Mr. Noruyuki Watanabe (DIN 06391818) as an Independent Director to hold office for five (5) consecutive years for term upto 31<sup>st</sup>March, 2019:

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 9</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	606952	2000	99.671	0.328
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010441</b>	<b>2000</b>	<b>99.997</b>	<b>0.002</b>

**Item No. 10 : Ordinary Resolution**

To appoint Mr. Yasushi Inoue (DIN 06838399) as a Director, who is liable to retire by rotation:

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 10</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	606949	2003	99.671	0.3289
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010438</b>	<b>2003</b>	<b>99.997</b>	<b>0.0025</b>

**Item No. 11: Special Resolution**

Alteration in Article No. 128(d) of the Article of Association of the Company.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 11</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	70	21829963	608594	2.78	605604	2990	99.508	0.4912
<b>Total</b>	<b>95</b>	<b>100303806</b>	<b>79012083</b>	<b>78.77</b>	<b>79009093</b>	<b>2990</b>	<b>99.996</b>	<b>0.0037</b>

**Item No. 12: Ordinary Resolution**

To appoint Mr. Takuya Morikawa (DIN 03599830) non-retiring Director to be appointed as a Director whose term of office being liable to retirement by rotation:

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 12</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	606951	2001	99.671	0.3285
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010440</b>	<b>2001</b>	<b>99.997</b>	<b>0.0025</b>

**Item No. 13: Ordinary Resolution**

To appoint Mr. Nobuchika Doi (DIN 03599835) non-retiring Director to be appointed as a Director whose term of office being liable to retirement by rotation:

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 13</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	71	21829963	608844	2.78	606844	2000	99.671	0.328
<b>Total</b>	<b>96</b>	<b>100303806</b>	<b>79012333</b>	<b>78.77</b>	<b>79010333</b>	<b>2000</b>	<b>99.997</b>	<b>0.0025</b>

**Item No. 14: Special Resolution**

To appoint 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.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 14</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	606952	2000	99.671	0.3284
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010441</b>	<b>2000</b>	<b>99.997</b>	<b>0.0023</b>

**Item No. 15 : Special Resolution**

To appoint 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.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 15</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	72	21829963	608952	2.78	606952	2000	99.671	0.3284
<b>Total</b>	<b>97</b>	<b>100303806</b>	<b>79012441</b>	<b>78.77</b>	<b>79010441</b>	<b>2000</b>	<b>99.997</b>	<b>0.0025</b>



**Item No. 16: Special Resolution**

To dis-invest 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.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 16</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	2	75217004	66704120	88.68	66704120	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	71	21829963	580275	2.65	578275	2000	99.655	0.3446
<b>Total</b>	<b>74</b>	<b>100303806</b>	<b>70536934</b>	<b>70.32</b>	<b>70534934</b>	<b>2000</b>	<b>99.997</b>	<b>0.0028</b>

**Item No. 17: Ordinary Resolution**

To ratify and confirm the remuneration of Rs. 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.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 17</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	23	75217004	73925520	98.28	73925520	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	70	21829963	608822	2.78	605829	2993	99.508	0.4916
<b>Total</b>	<b>94</b>	<b>100303806</b>	<b>77786881</b>	<b>77.55</b>	<b>77783888</b>	<b>2993</b>	<b>99.996</b>	<b>0.0038</b>

**Item No. 18: Special Resolution**

To Accord consent for mortgaging and/or charging all immovable and movable properties of the Company upto the limit of Rs. 150.00 crores.

<b>Clause 35B (Physical and e-Voting)</b>								
<b>Resolution 18</b>								
<b>Promoter /Public</b>	<b>Total Ballot Forms</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	24	75217004	75150950	99.91	75150950	0	100.00	0.00
Public – Institutional holders	1	3256839	3252539	99.86	3252539	0	100.00	0.00
Public- Others	64	21829963	608428	2.78	605438	2990	99.508	0.491
<b>Total</b>	<b>89</b>	<b>100303806</b>	<b>79011917</b>	<b>78.77</b>	<b>79008927</b>	<b>2990</b>	<b>99.996</b>	<b>0.003</b>

From the above it is concluded that resolutions have been approved by the shareholders with requisite majority.

**FOR KOKUYO CAMLIN LIMITED**

Place : Mumbai

Date : 17<sup>th</sup> July 2014

**DILIP D. DANDEKAR**  
**CHAIRMAN & EXECUTIVE DIRECTOR**