



# Notice

NOTICE is hereby given that the 70<sup>th</sup> Annual General Meeting of the Members of KOKUYO CAMLIN LIMITED, will be held on Wednesday the 28<sup>th</sup> June, 2017 at 3.00 p.m. at Walchand Hirachand Hall, IMC Building, Indian Merchants Chamber Marg, Churchgate, Mumbai – 400 020, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Takuya Morikawa (DIN 03599830), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in Place of Mr. Nobuchika Doi (DIN 03599835), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (firm Registration No. 101248W/W-100022) be and are hereby appointed as the Statutory Auditors

of the Company in place of M/s. B .K. Khare & Co., Chartered Accountants, Mumbai (Firm Registration No 105102W) whose tenure expires at the ensuing Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company.

**RESOLVED FURTHER THAT** M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (firm RegistrationNo.101248W/W-100022) if appointed as the Statutory Auditors of the Company, shall hold the office for a period of five years, from the conclusion of this Seventieth Annual General Meeting till the conclusion of Seventy Fifth Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).

**RESOLVED LASTLY THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

## SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 161 and such other applicable provisions, if any of the Companies Act, 2013 (“Act”) and read with schedule IV and the Companies (Appointment and Qualification

of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of the Remuneration and Nomination Committee Ms. Junko Saito (DIN : 07726473), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors at its meeting held on 13<sup>th</sup> February, 2017 and who holds office up to the date of this Annual General Meeting and in respect of which a notice has been received from a member in writing, under Section 160 of the Act along with the requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company whose term of office shall be liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 196,197,198, 202, 203, Schedule V and such other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder as may be applicable (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) hereinafter referred to as ("Act"), the relevant provisions of the Articles of Association of the Company and all other applicable guidelines issued by the Central Government from time to time and pursuant to recommendation of the Remuneration and Nomination Committee, the approval of Company be and is hereby accorded to appoint Mr. Nobuchika Doi (DIN 03599835) as the Managing Director of the Company and designated as "Chief Executive officer and Executive Director" of the Company for the period from 1<sup>st</sup> April, 2017 up to 31<sup>st</sup> October, 2017 with substantial powers of the management of affairs of the Company.

**RESOLVED FURTHER THAT** the terms and conditions of the appointment of Mr. Nobuchika Doi (including remuneration paid/payable) as

the CEO & Executive Director of the Company shall be governed by the terms and conditions as set out in the Agreement dated 20<sup>th</sup> August, 2014 executed between the Company and Mr. Nobuchika Doi and the shareholders' resolution passed at the 67<sup>th</sup> Annual General Meeting held on 17<sup>th</sup> July, 2014 and the Supplemental Agreement executed between the Company and Mr. Nobuchika Doi on 10<sup>th</sup> March, 2017 incorporating the terms and conditions of the appointment of Mr. Nobuchika Doi as the Managing Director of the Company with authority to the Board of Directors to alter and 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. Nobuchika Doi, subject to limits prescribed under the Act, and provisions of Schedule V or any amendment thereto for the time being in force.

**RESOLVED LASTLY THAT** any one of the Directors namely, Mr. Dilip D. Dandekar Chairman & Executive Director or Mr. Shriram S. Dandekar, Vice Chairman & Executive Director or Mr. Ravindra V. Damle, Vice President (Corporate) & Company Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

**By Order of the Board**

**RAVINDRA V. DAMLE**  
**Vice President (Corporate) &**  
**Company Secretary**

**Regd. Office:**

Kokuyo Camlin Limited  
CIN : L24223MH1946PLC005434  
48/2, Hilton House,  
Central Road, M.I.D.C.,  
Andheri (East),  
MUMBAI-400 093.  
Dated: 27<sup>th</sup> April, 2017.



## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for another person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the business referred to under Item Numbers 4 to 6 (both numbers inclusive) is annexed hereto.
5. The Register of Members and Share Transfer books will remain closed from 24<sup>th</sup> June, 2017 to 28<sup>th</sup> June, 2017(both days inclusive).
6. Members holding Shares in physical form are requested to communicate any change in address immediately to Company's Registrars and Share Transfer (R&T) Agents M/s. Link Intime India Private Limited.
7. In compliance with Section 125 of the Companies Act, 2013 the unclaimed dividend for the year ended 31<sup>st</sup> March, 2009, has been transferred to the "Investor Education and Protection Fund" established by the Central Government. (Members shall not be able to register their claims with the Company in respect of their un-encashed dividend with regard to the above dividend).
8. Members who have not encashed their dividend warrants for the financial year ended 31<sup>st</sup> March 2010 and thereafter, may immediately approach the R&T Agent and submit their claim for the said dividend. The amount of dividend remaining unclaimed for a period of 7 years shall be transferred to the "Investors Education and Protection Fund" as per provisions of Section 125 of the Companies Act, 2013.  
  
As per the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website ([www.kokuyocamlin.com](http://www.kokuyocamlin.com)) the information on dividend which remains unclaimed with the Company for the financial year ended 31<sup>st</sup> March, 2009 and thereafter. The information is also available on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).
9. As per Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') details in respect of the Directors seeking appointment or re-appointment at the Annual General Meeting forms integral part of the notice and is given in the Corporate Governance Report.

10. The Company in compliance with Regulation 39 (4) of the Listing Regulations has sent three reminders to the members in respect of shares which are lying unclaimed with the Company. The Company is in the process of transferring unclaimed share certificates of those members who have not claimed their shares, to unclaimed suspense account.
11. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
12. Members, who hold Shares in dematerialised form, are requested to bring their Client ID and DP. ID. Nos. for easy identification of attendance at the meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the R&T agent.
14. In Compliance with provisions of Section 108 of the Companies Act, 2013, and the rules framed thereunder and Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their votes electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this notice. In order to enable its members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a ballot form with the notice. Instructions for voting through ballot and e-voting are given in the said form. Resolution(s) passed by the members through ballot forms/ e-voting is/ are deemed to have been passed if they have been passed at the AGM.
15. The facility for voting through Ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting or ballot form shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting or ballot form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
16. The Annual Report 2016-17 along with the Notice is being sent by electronic mode to those members whose email addresses are registered with the depository participants/ Company's Registrar and Share Transfer Agent unless any member has specifically requested for a physical copies are been sent in the permitted mode. Further even after registering for e-communication, members are entitled to receive such communication in physical form upon making request for the same by post free of cost.
17. The Annual Report 2016-17 and Notice of the 70<sup>th</sup> Annual General Meeting of the Company circulated to the Members of the Company, will be made available on the Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for Inspection during normal business hours on any working days upto the date of AGM. For any communication the members may also send request to the Company's investor relations email Id: [investorrelations@](mailto:investorrelations@)



kokuyocamlin.com.

## **ANNEXURE FORMING PART OF THE NOTICE**

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

### **ITEM NO.4:**

This Explanatory Statement is provided though strictly not required as per the provision of section 102 of the Companies Act, 2013.

M/s. B. K. Khare & Co., Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company by the Members at their Annual General Meeting held in the year 1983 and thereafter each year till the year 2017. The present Auditors were last re-appointed at 69<sup>th</sup> Annual General Meeting held on Friday, the 29<sup>th</sup> July, 2016 to hold the office from the conclusion of 69<sup>th</sup> Annual General Meeting till conclusion of 70<sup>th</sup> Annual General Meeting of the Company.

As per the provisions of the Companies Act, 2013 ("the Act"), no listed Company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e 1<sup>st</sup> April, 2014. M/s. B. K. Khare & Co. Chartered Accountants, Mumbai have completed the period of ten years and will also be completing the additional transition period of three years at the conclusion of the forthcoming Annual General Meeting.

Accordingly the term of present auditors M/s. B. K. Khare & Co. Chartered Accountants, Mumbai expires at the conclusion of the forthcoming Annual General Meeting. The Audit Committee and the Board have placed on record their appreciation for the professional services rendered by them and their long association with the Company as its auditors.

For the purpose of appointment of new auditors, the Audit Committee along with the Management invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, technical assessment of the audit skills and the audit fees. Based on detailed analysis and recommendation of the Audit Committee the Board of Directors proposes to appoint M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (firm Registration No. 101248W/W-100022) as statutory auditors of the Company to the Members for their approval.

If approved by the Members, the appointment of M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (firm Registration No. 101248W/W-100022) as a Statutory Auditor will be for a period of five years commencing from the seventieth Annual General Meeting till the conclusion of seventy fifth Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting held after this Annual General Meeting).

M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (firm Registration No. 101248W/W-100022) have confirmed that their appointment, if made would be within the limits specified under section 141(3) (g) of the Act and that they are not disqualified to be appointed as statutory auditor in term of the provisions of section 139(1), section 141(2) and section 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

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

The Directors recommend the Ordinary resolution for your approval.

**ITEM NO. 5:**

The Board of Directors at its meeting held on 13<sup>th</sup> February, 2017 on the recommendation of Remuneration and Nomination Committee, appointed Ms. Junko Saito as an Additional Non-Executive Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013 ("the Act"), she holds office only up to the date of ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of section 160 of the Act from a member along with a deposit of Rupees One Lakh proposing the candidature of Ms. Junko Saito for the office of Director liable to retire by rotation.

The details regarding the proposed appointment of Ms. Junko Saito as Director and her brief resume has been given in the Corporate Governance report for the information to the members.

The Board Considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail service of Ms. Junko Saito as Director.

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

The Directors recommend the Ordinary resolution for your approval.

**ITEM NO. 6:**

In view of the resignation of Mr. Ayyadurai Srikanth as 'Manager' with effect from 1<sup>st</sup> April, 2017, the Board of Directors at its meeting held on 13<sup>th</sup> February, 2017, on the recommendation of Remuneration and Nomination Committee, appointed and re-designated Mr. Nobuchika Doi as Managing Director designated as "Chief Executive Officer &

Executive Director" with effect from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> October, 2017 with a substantial powers of management and affairs of the Company.

While approving the said appointment of Mr. Nobuchika Doi, the remuneration and other terms and conditions as approved by the Board of Directors and in 67<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> May, 2014 and 17<sup>th</sup> July, 2014 respectively will remain unchanged upto the expiry of his term of appointment dated 31<sup>st</sup> October, 2017.

The supplementary agreement incorporating the revised terms and conditions were executed on 10<sup>th</sup> March, 2017 and the said agreement is being available for inspection by the members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on any working day of the Company up to the date of Annual General Meeting.

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

The Directors recommend the special resolution for your approval.

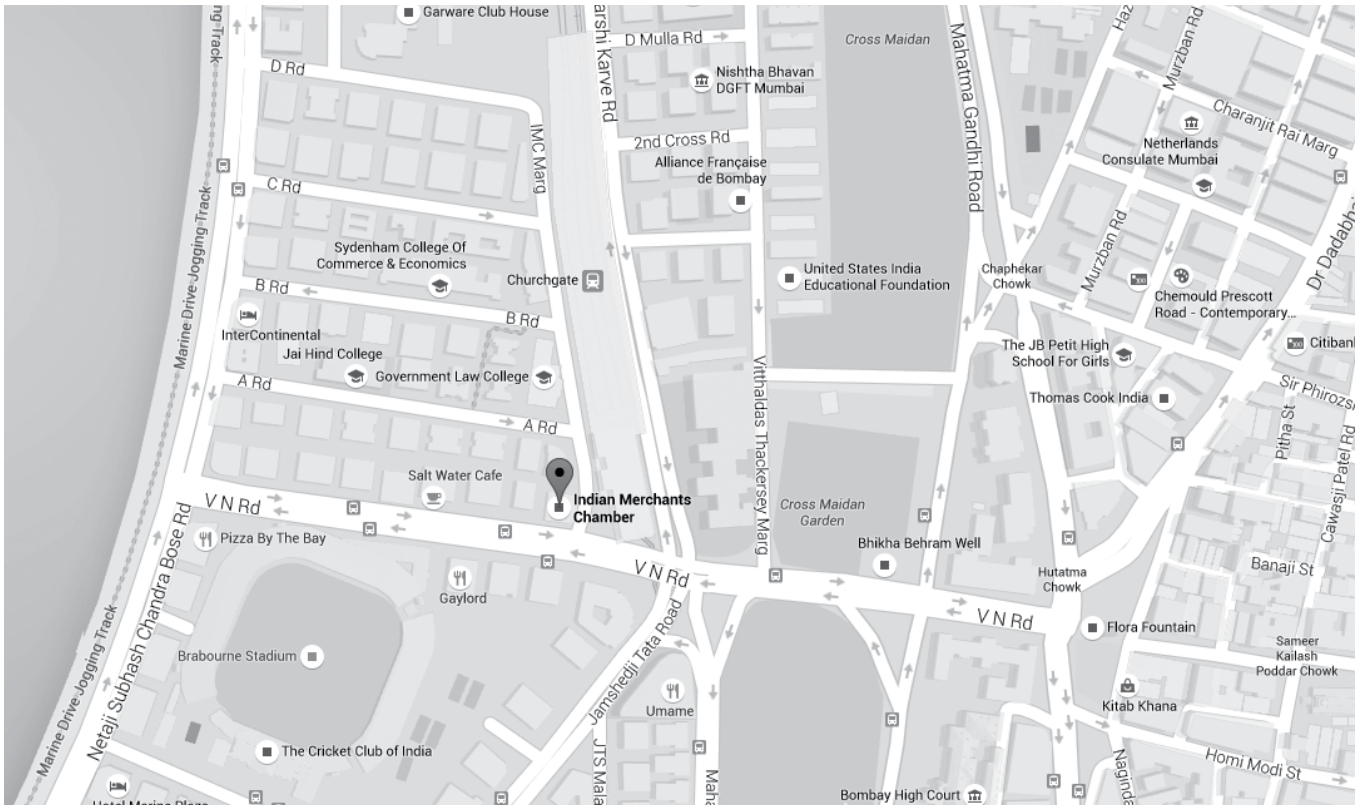
**By Order of the Board**

**RAVINDRA V. DAMLE**  
**Vice President (Corporate) &**  
**Company Secretary**

**Regd. Office:**

Kokuyo Camlin Limited  
CIN : L24223MH1946PLC005434  
48/2, Hilton House,  
Central Road, M.I.D.C,  
Andheri (East),  
MUMBAI-400 093.  
Dated: 27<sup>th</sup> April, 2017.

## Route Map to the venue of the AGM





## KOKUYO CAMLIN LIMITED

CIN : L24223MH1946PLC005434

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

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

Tel: 022-6655 7000 Fax: 022-28366579

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

Name of the member(s):		E-mail id:	
Registered Address:		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 70<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday the 28<sup>th</sup> June, 2017 at 3.00 p.m. at Walchand Hirachand Hall, IMC Building, Indian Merchants Chamber Marg, Churchgate, Mumbai – 400 020, Maharashtra, India and at any adjournment thereof in respect of the following resolutions:

Sr. No	Resolutions
<b>ORDINARY BUSINESS</b>	
1.	Adoption of financial statements (including audited consolidated financial statements) for the financial year ended 31 <sup>st</sup> March, 2017 and Report of Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.
3.	Re-appointment of Mr. Nobuchika Doi (DIN: 03599835), as Director who retires by rotation.
4.	Appointment of M/s. B S R & Co., LLP, Chartered Accountants, Mumbai (FRN. 101248W/W-100022) as Statutory Auditors and fixing their remuneration, in place of B. K. Khare & Co., Chartered Accountants, Mumbai.
<b>SPECIAL BUSINESS</b>	
<b>Ordinary/Special Resolutions</b>	
5.	Appointment of Ms. Junko Saito (DIN: 07726473) as Director whose term of office shall be liable to retire by rotation.
6.	Appointment of Mr. Nobuchika Doi (DIN: 03599835), as Managing Director designated as 'Chief Executive Officer & Executive Director' for the period from 1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> October, 2017.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

\_\_\_\_\_  
Signature of the member\_\_\_\_\_  
Signature of the proxy holder(s)Affix  
Revenue  
stamp of  
₹ 1/-**Notes:**

- 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.
- A person can act as Proxy on behalf of Members upto and not exceeding 50 and holding in the aggregate not more than 10% of share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint single person as Proxy and such person shall not act as Proxy for any other person or Member.
- Appointing a Proxy does not prevent a member from attending the meeting in person if he/she so wishes.





**KOKUYO CAMLIN LIMITED**

CIN : L24223MH1946PLC005434

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

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

Tel: 022-6655 7000 Fax: 022-283665799

**ATTENDANCE SLIP**

**70TH ANNUAL GENERAL MEETING ON WEDNESDAY, 28<sup>TH</sup> JUNE, 2017**

Sr No. :

Registered Folio No./ DP ID/Client ID Name and address of the Member(s)  Joint Holder 1 Joint Holder 2 No. of Shares
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I / We hereby record my / our presence at the 70<sup>th</sup> Annual General Meeting of the Company held at Walchand Hirachand Hall, IMC Building, Indian Merchants Chamber Marg, Churchgate, Mumbai 400 020, on Wednesday 28<sup>th</sup> June, 2017 at 3.00 pm.

Member's Folio/DP ID/Client ID No.

Member's/Proxy's name  
(in Block Letters)

Member's/Proxy's Signature

**Note:**

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password

- Notes:**
- 1) Please read the instructions for e-voting given along with Annual Report. The voting period starts from, 25<sup>th</sup> June, 2017, (9:00 am) and ends on 27<sup>th</sup> June, 2017 (5:00 pm).The voting module shall be disabled by NSDL for voting thereafter.
  - 2) Please Bring The Above Attendance Slip To The Meeting Hall.

## PROCESS AND MANNER FOR AVAILING E-VOTING FACILITY

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the business to be transacted at the 70<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, the 28<sup>th</sup> June, 2017 at 3.00 p.m. may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company has engaged the Services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. The e-voting facility is available at the link <http://www.evoting.nsdl.com>

During the e-voting period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. 21<sup>st</sup> June, 2017, may cast their votes by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. 21<sup>st</sup> June, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot user details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Please read the instructions given below before exercising the vote.

These details and instructions form integral part of the Notice for the 70<sup>th</sup> Annual General Meeting to be held on Wednesday, 28<sup>th</sup> June, 2017.

### INSTRUCTIONS FOR E-VOTING

- 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 note that vote once casted cannot be modified.
- l) Institutional 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@jhrasso.com](mailto:info@jhrasso.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- m) In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- n) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- o) The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date.
- p) Mr. J. H. Ranade, Practicing Company Secretary (FCS No. 4317, CP No. 2520) partner of M/s. JHR & Associates has been appointed as the Scrutinizer to scrutinize e-voting process in a fair and transparent manner.
- q) The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- r) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's report shall be placed on the Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com) and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
- s) For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

**Link Intime India Pvt. Ltd.**

C-101, 247 Park  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083.  
Tel.: 91-22-4918 6270 Fax: 91-22-4918 6060  
Email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Registered Office and Communication details of the Company:

**M/s. Kokuyo Camlin Limited**  
Regd. Office: 48/2, Hilton House,  
Central Road, M.I.D.C.,  
Andheri (East), Mumbai – 400 093

**KOKUYO CAMLIN LIMITED**

CIN : L24223MH1946PLC005434

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

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

Tel: 022-6655 7000 Fax: 022-283665799

**BALLOT FORM  
(in lieu of e-voting)**

Sr No. :

Name of Sole/first named member
Address
Name(s) of Joint Holder(s),if any
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 resolutions set out in the notice dated 27<sup>th</sup> April, 2017 of the 70<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 28<sup>th</sup> June, 2017, by sending my/our assent or dissent to the said resolutions by placing tick mark (✓) at the appropriate box below:

Sr. No.	Resolutions	No. of Shares	For	Against
			I/we assent to the resolution	I/we dissent to the resolution
<b>Ordinary Business</b>				
1.	Adoption of financial statements (including audited consolidated financial statements) for the financial year ended 31 <sup>st</sup> March, 2017 and Report of Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.			
3.	Re-appointment of Mr. Nobuchika Doi (DIN: 03599835), as Director who retires by rotation.			
4.	Appointment of M/s. B S R & Co., LLP, Chartered Accountants, Mumbai (FRN. 101248W/W-100022) as Statutory Auditors and fixing their remuneration, in place of B. K. Khare & Co., Chartered Accountants, Mumbai.			
<b>Special Business</b>				
<b>Ordinary/Special Resolutions</b>				
5.	Appointment of Ms. Junko Saito (DIN: 07726473) as Director whose term of office shall be liable to retire by rotation.			
6.	Appointment of Mr. Nobuchika Doi (DIN: 03599835), as Managing Director designated as 'Chief Executive Officer & Executive Director' for the period from 1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> October, 2017.			

Place:

Date:

Signature of Members

Note: Kindly read the instructions printed overleaf before filing the form. Valid Forms received by the scrutinizer by 5:00 p.m on Tuesday, 27<sup>th</sup> June, 2017 shall be considered.

## INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

### **Process and manner for Members opting to vote by using the Ballot Form.**

1. Mr. J.H. Ranade, Practicing Company Secretary (Membership No. 4317 CP No. 2520) partner of M/s. JHR & Associates, has been appointed as the scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
2. The Form should be signed by the Members as per the specimen signature registered with the Depositories/Registrar and Transfer Agent. 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.
3. 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 letter, with the specimen signature(s) of the authorized signatory (ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Form.
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 21<sup>st</sup> June, 2017 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 27<sup>th</sup> June, 2017 (5.00 p.m.). Ballot form received after 27<sup>th</sup> June, 2017 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 and time 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.
10. The results declared alongwith Scrutinizer's report, shall be placed on the Company's website [www.kokuyocamlin.com](http://www.kokuyocamlin.com) and on the website of the National Securities Depository Limited (NSDL) within three days of the passing of the Resolutions at the AGM of the Company on 30<sup>th</sup> June, 2017 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.