

Notice

NOTICE is hereby given that the 71st Annual General Meeting of the Members of KOKUYO CAMLIN LIMITED, will be held on Wednesday the 8th August, 2018 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 31st March 2018 and the Reports 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 a Director in place of Mr. Takuya Morikawa (DIN 03599830), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 202, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “Act”) and the approval of the Company be and is hereby accorded to the appointment of Mr. Dilip D. Dandekar (DIN 00846901) as a Director in the Whole-time employment, designated as Chairman & Executive Director of the Company (whose term of office shall not be liable to retirement by rotation) for a period of one (1) year with effect from 1st February, 2018 and he shall be entitled to receive a monthly salary of ₹ 7,97,935/- plus house rent allowance, perquisites and other allowances and benefits (collectively called “Total Remuneration”) as

recommended by the Remuneration and Nomination Committee and set out in the explanatory statement annexed hereto and also as set out in the agreement executed between the Company and Mr. Dilip D. Dandekar, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment and/or agreement in such manner, as may be agreed to between the Board of Directors and Mr. Dilip D. Dandekar.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in financial year of the Company during the term of Mr. Dilip D. Dandekar, the remuneration mentioned in the preceding part of the resolution and the said agreement shall be paid to Mr. Dilip D. Dandekar, as minimum remuneration and same shall be subject to limits as set out in Section II and Section IV of Part II of Schedule V of the Act.

RESOLVED LASTLY THAT any one of the Directors namely, Mr. Nobuchika Doi, Managing 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 202, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “Act”) the approval of the Company be and is hereby accorded to the appointment of Mr. Shriram S. Dandekar (DIN 01056318) as Director in the Whole-time employment, designated as Vice-Chairman and Executive Director (whose

term of office shall not be liable to retirement by rotation) for a period of one (1) year with effect from 1st February, 2018 and he shall be entitled to receive a monthly salary of ₹ 6,73,486/- plus house rent allowance, perquisites and other allowances and benefits (collectively called "Total Remuneration") as recommended by the Remuneration and Nomination Committee and set out in the explanatory statement annexed hereto and also as set out in the agreement executed between the Company and Mr. Shriram S. Dandekar, with liberty to the Board of Directors to alter and/or vary the terms and conditions of the said appointment and/or agreement in such manner, as may be agreed to between the Board of Directors and Mr. Shriram S. Dandekar.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in financial year of the Company during the term of Mr. Shriram S. Dandekar, the remuneration mentioned in the preceding part of the resolution and the said agreement shall be paid to Mr. Shriram S. Dandekar, as minimum remuneration and same shall be subject to limits as set out in Section II and Section IV of Part II of Schedule V of the Act.

RESOLVED LASTLY THAT anyone of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Executive Director, Mr. Nobuchika Doi, Managing 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."

6. 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 the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation of the Remuneration and Nomination Committee, Mr. Kazuo Kubo (DIN 08125242), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors with effect from 9th May, 2018 and who holds the office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and that his term of office shall be liable to retirement by rotation."

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: 23rd May, 2018.

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 Nos. 4 to 6 (both numbers inclusive) is annexed hereto.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with effect from 7th May, 2018, vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed for the period of five (5) years in the 70th Annual General Meeting held on 28th June, 2017.
6. The Register of Members and Share Transfer Books will remain closed from 6th August, 2018 to 8th August, 2018 (both days inclusive).
7. 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.
8. In compliance with Section 125 of the Companies Act, 2013 the unclaimed dividend for the year ended 31st March, 2010, has been transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government. Members are requested to claim the said unpaid dividend by making an application to IEPF Authority in Form IEPF-5 available on www.iepf.gov.in.
9. Pursuant to provisions of section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounts, Audit, Transfer and Refund) Rules 2016 as amended from time to time, the Company is in the process of transferring shares to IEPF account whose dividend remains unclaimed for the financial year 2010-11. The members are requested to claim the said dividend at the earliest so as to avoid the transfer of shares to IEPF account. Separate communication has already been sent to each member who has not claimed the above mentioned unclaimed dividend and as per IEPF rules the Notice in this regard was also published in the newspapers Financial Express and Loksatta.

As per the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2014, the Company has placed on its website (www.kokuyocamlin.com) the information on dividend which remains unclaimed with the Company for the financial year ended 31st March, 2009 and thereafter. The information is also available on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

10. Once the shares are transferred to IEPF based on unclaimed dividend for the financial year 2010-11, those members who have exercised their votes subsequent to the transfer of their shares to IEPF, their votes will not be considered under e-voting, postal ballot and voting through ballot papers on the date of Annual General Meeting (AGM).
11. The Company in compliance with Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") has sent three reminders to the members in respect of shares which are lying unclaimed with the Company. The Company has identified the members and initiated the process of transferring their shares to Unclaimed Suspense Account.
12. As per Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standard-2 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.
13. 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.
14. 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.
15. The Securities and Exchange Board of India (SEBI) vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has directed all the listed Companies to record PAN and Bank Account details of all their securities holders holding securities in physical mode through their Registrar & Share Transfer Agent (RTA).

Accordingly our RTA will be sending a letter along with KYC form to the concerned members for submitting the aforesaid information. Members holding shares in physical form are requested to provide their details as per KYC form enclosed to the letter.
16. In compliance with the 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. 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 1st August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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 forms. 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.
17. 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.
18. The Annual Report 2017-18 along with the Notice is being sent by electronic mode to those members whose email addresses are registered with the depository participants/ Company's R & T Agent unless any member has specifically requested for a physical copy 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.

19. The Annual Report 2017-18 and Notice of the 71st AGM of the Company circulated to the Members of the Company will be made available on the Company's website www.kokuyocamlin.com and also on the website of the respective Stock Exchanges at www.bseindia.com and 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 day upto the date of AGM. For any communication the members may also send request to the Company's

investor relations email Id: investorrelations@kokuyocamlin.com.

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: 23rd May, 2018.

ANNEXURE FORMING PART OF THE NOTICE EXPLANATORY STATEMENT

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

ITEM NOS. 4 AND 5:

The Company had appointed Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Directors in whole-time employment designated as Chairman & Executive Director and Vice Chairman & Executive Director respectively for the period of two (2) years with effect from 1st February, 2016 by passing a Special Resolution through postal ballot on 28th March, 2016 which expired on 31st January, 2018. The Company had also taken approval from Central Government for the payment of remuneration to Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar.

The Company now proposes to re-appoint Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Directors in whole-time employment designated as Chairman & Executive Director and Vice Chairman & Executive Director respectively for the further period of one (1) year with effect from 1st February, 2018. The said appointment and their remuneration were also approved by the Remuneration and Nomination Committee, at its meeting held on 23rd January, 2018 and by the Audit Committee and the Board of Directors at their meeting held on 25th January, 2018.

The material terms of appointment and remuneration as contained in the agreement executed between the Company with the Whole-time Directors namely Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar are given below;

I. SALARY:

Sr. No	Name & Designation of the Whole-Time Directors	Salary Per Month (₹)
1	Mr. Dilip D. Dandekar- Chairman & Executive Director	797935
2	Mr. Shriram S. Dandekar- Vice Chairman & Executive Director	673486

II. HOUSE RENT ALLOWANCE(HRA):

Sr. No	Name & Designation of the Whole-Time Directors	HRA Per Month (₹)
1	Mr. Dilip D. Dandekar- Chairman & Executive Director	162500
2	Mr. Shriram S. Dandekar- - Vice Chairman & Executive Director	137500

III. PERQUISITES AND OTHER ALLOWANCES:

Sr. No	Name & Designation of the Whole-Time Directors	Perquisites and other Allowances per annum (₹)
1	Mr. Dilip D. Dandekar - Chairman & Executive Director	1750000
2	Mr. Shriram S. Dandekar - Vice Chairman & Executive Director	1470000

In addition to salary and house rent allowance, they shall be entitled to perquisites and other allowances such as gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession, meal voucher for themselves and their families, club fees, provision of car with driver, telephone/fax facilities and benefit of personal accident insurance scheme and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors/ Remuneration and Nomination Committee and the Whole-time Directors.

Perquisites and other allowances shall be evaluated as per Income Tax Rule, wherever applicable. In the absence of any such rules, they shall be evaluated at actual cost.

IV. PROVIDENT FUND, SUPERANNUATION, GRATUITY FUND AND LEAVE ENCASHMENT:

In addition to salary, house rent allowance and perquisites and other allowances, they shall be entitled to Company's contribution to Provident Fund, Employee Pension Scheme, Superannuation Fund as per the rules of the Company.

Gratuity payable as per the rules of the Company and encashment of leave at the end of their tenures shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

V. TOTAL REMUNERATION:

The aggregate of the remuneration including contribution towards Provident Fund, Employee Pension Scheme, Superannuation and Gratuity Fund, payable to each of the Whole time Directors of the Company taken together shall be calculated in accordance with the provisions of Section 197 of the Companies Act, 2013 ("Act") read with Schedule V thereof amended from time to time.

VI. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in financial year of the Company during the term of Whole-time Directors, the minimum remuneration payable respectively to each of them shall be by way of salary, house rent allowance, perquisites and other allowances as set above subject to the provisions of Section 197 of the Act and subject to compliances required under Schedule V of the Act and in addition thereto they shall also be respectively eligible to the perquisites provided in Section IV of Schedule V of the Act as may be amended from time to time.

None of the Directors/ Key Managerial Personnel (KMP) of the Company and their relatives except the appointees are concerned or interested in these resolutions. The relatives of appointees may be deemed to be interested in the resolutions of the Notice to the extent of thier shareholding, if any, in the Company.

In view of inadequate profit for the financial year ended 31st March, 2018, the above mentioned remuneration paid/ payable to Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar requires approval of members under Schedule V read with the provisions of the Act. Accordingly, the information as required under Schedule V of the Act with reference to the special resolutions is given below as Annexure.

The details regarding the proposed appointment of Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Whole-time Director and their brief resume has been given in the Corporate Governance Report for the information to the members.

The Directors recommend the Special Resolutions for your approval.

Annexure

The information relevant to the appointment of Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar as Whole-time Directors as required as per Part II Section II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION:

i. Nature of Industry:

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

ii. Date or expected date of commencement of commercial production:

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

iii. Financial Performance based on given indicators –

(₹ in Lakhs)

Sr. No.	Particulars	2017-18	2016-17	2015-16
1	Revenue from operations (Gross)	70153.17	68780.28	64314.09
2	Profit before tax	1490.49	225.25	731.05
3	Profit after tax	982.17	149.52	525.90

The figures for the financial years 2017-18 and 2016-17 are as per IND-AS.

iv. Foreign Investments or Collaborations, if any.

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

Kokuyo Co., Ltd, Japan, Promoter and also our Holding Company has invested ₹ 16,168.00 Lakhs by way of equity shares. These FDI Investments were made against preferential allotment and rights issue.

II. INFORMATION ABOUT THE APPOINTEE:

i. Background Details:

Mr. Dilip D. Dandekar (66) G.C.D is one of the promoter of the Company. He is associated with the Company since 1977 and was later appointed

as Whole-time Director in the year 1979 and as Chairman & Managing Director of the Company, from 1st June, 2002. The Board of Directors in its meeting held on 1st February, 2013 has appointed Mr. Dilip D. Dandekar as Chairman & Executive Director of the Company.

Mr. Shriram S. Dandekar (57) M.Sc., M.B.A is one of the promoter of the Company. He joined the Company as 'Management Trainee'. He is associated with the Company since 1983. He was later appointed as 'Executive Director' from 1st January, 1993. The Board of Directors of the Company in its meeting held on 1st February, 2013 has appointed Mr. Shriram S. Dandekar as 'Vice Chairman & Executive Director'.

ii. Past Remuneration:

Sr. No.	Name of Whole-time Directors	₹ In Lakhs
1	Mr. Dilip D. Dandekar – Chairman & Executive Director	162.26
2	Mr. Shriram S. Dandekar – Vice-Chairman & Executive Director	136.88

iii. Job Profile and his suitability:

Mr. Dilip D. Dandekar has wide experience of over 40 years in the field of Marketing, Administration and overall Management of the Company. With his long standing experience and knowledge he has successfully and in a sustained way contributed towards the growth of the Company.

Mr. Shriram S. Dandekar has wide experience of 35 years in the field of Research and Development, Product Development, Business Planning and Marketing. With his long standing experience and knowledge he has successfully and in a sustained way contributed towards the growth of the Company.

Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar are the part of the Senior Management considering their vast experience in the relevant field, the Whole-time Directors are best suited for the responsibilities assigned to them by the Board of Directors.

iv. Remuneration Proposed:

As stated in the Explanatory Statement at Item Nos. 4 and 5.

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

Taking into consideration, the size of the Company, the profile of the Whole-time Directors, the responsibilities to be shouldered by them and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level Directors in other Companies.

vi. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

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

Mr. Dilip D. Dandekar holds 200000 equity shares and Mr. Shriram S. Dandekar holds 250000 equity shares of the Company.

Other Directorship:

Mr. Dilip D. Dandekar

Name of the Company	Position
Camlin Fine Sciences Limited	Director Member of Shareholders Grievance Committee
Camlin International Limited (Under the process of striking off)	Director
Triveni Pencils Limited	Director
Nilmac Packaging Industries Limited	Director
Camart Finance Limited	Director
CAFCO Consultants Limited	Director
Datamatics Global Services Limited	Director
DDI Finance Private Limited	Director
Colart Camlin Canvas Private Limited	Director
Alphakids Learning and Activity Centre Limited	Director
Lumina Datamatics Limited	Director
IMC Chamber of Commerce and Industry	Director

Mr. Shriram S. Dandekar

Name of the Company	Position
Camlin International Limited (Under the process of striking off)	Director
Dandekar Investments & Consultants Private Limited	Director

III. OTHER INFORMATION:

a) Reasons for loss or inadequate profits:

The pricing pressure impacted the revenue growth of the Company. The Company sustained overall growth only by way of volumes on other hand increased manpower cost, marketing spends and other operating expenses impacted the bottom line of the Company.

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

For improving profitability, the Company has initiated measures like introduction of new products with higher value addition, control over the overheads, and increase in capacities, aggressive advertising and marketing of products to reposition the brands. Such steps when adopted will enable the Company to come out from the inadequate profits.

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

The Company's state of art plant at Patalganga will enhance production capacities and enable us to widen Company's product portfolio and take on competition strongly as it benefits from lower production cost.

IV. DISCLOSURES:

The Agreement entered into between the Company and Mr. Dilip D. Dandekar and Mr. Shriram S. Dandekar respectively, which set out the terms and conditions of their appointment are available for inspection of the members of the Company at its Registered Office situated at 48/2, Hilton House, Central Road, MIDC, Andheri (East), Mumbai – 400 093 between 11.00 a.m. to 1.00 p.m. on any working day of the Company upto the date of Annual General Meeting i.e. 8th August, 2018.

ITEM NO. 6

The Board of Directors at its meeting held on 9th May, 2018 on the recommendation of Remuneration and

Nomination Committee had appointed Mr. Kazuo Kubo as an Additional Non-Executive Director with effect from 9th May, 2018, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Article 128 of Articles of Association of the Company. He holds the office upto conclusion of the ensuing Annual General Meeting and is eligible to be appointed as Director whose term of office shall be liable to retirement by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Kazuo Kubo for the office of Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kazuo Kubo as a Director.

The details regarding the proposed appointment of Mr. Kazuo Kubo as a Director and his brief resume has been given in the Corporate Governance Report for the information to the members.

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

The Directors recommend the ordinary resolution for your approval.

By Order of the Board

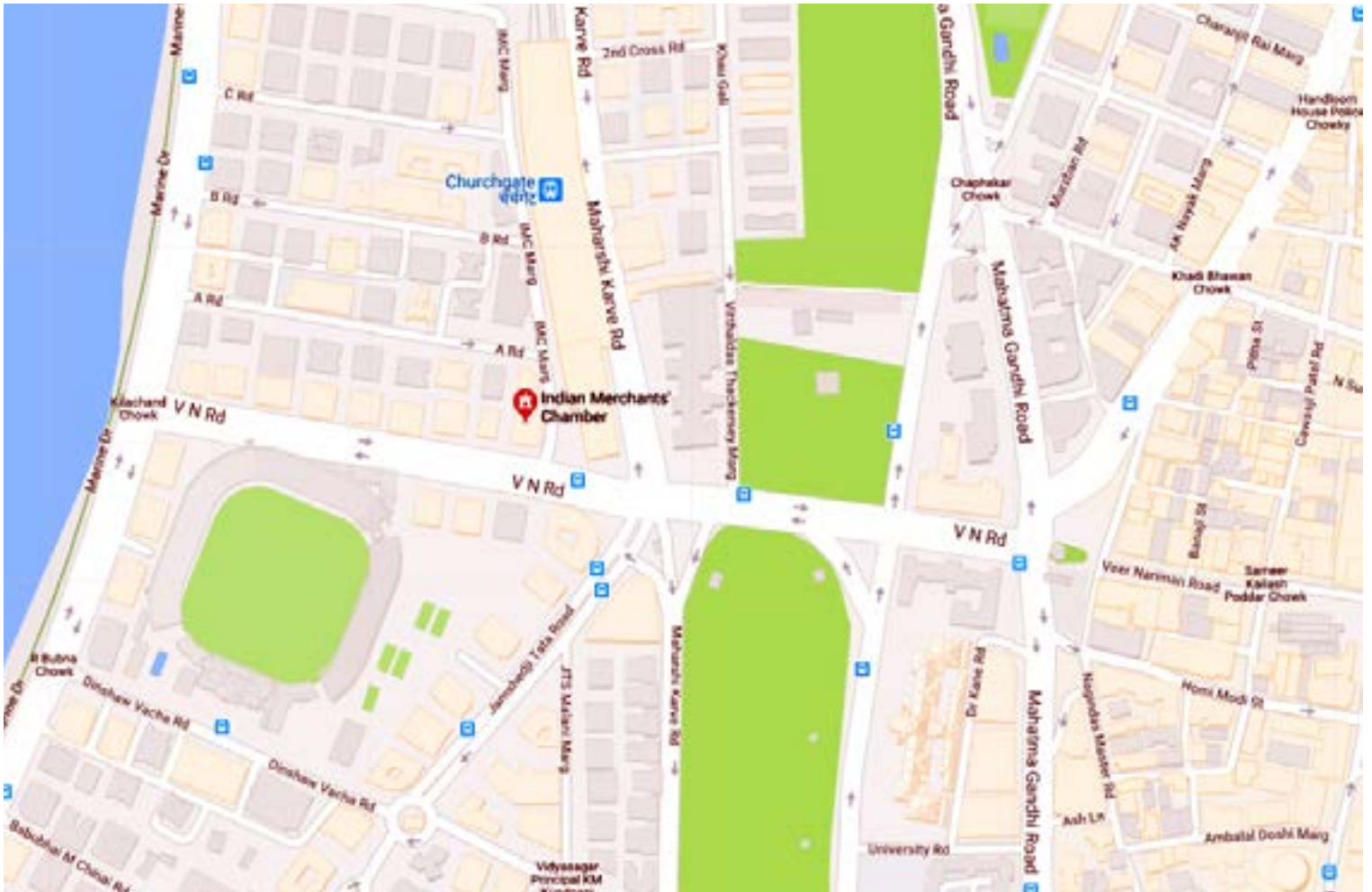
RAVINDRA V. DAMLE

**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: 23rd May, 2018.

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: 022-283665799

[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 71st Annual General Meeting of the Company, to be held on Wednesday the 8th August, 2018 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
Ordinary Business	
1.	Adoption of financial statements (including audited consolidated financial statements) for the financial year ended 31 st March, 2018 and Report of Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Takeo Iguchi (DIN: 03599826), as Director who retires by rotation.
3.	Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.
Special Business	
Special Resolution	
4.	Appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as Director in Whole-time employment designated as 'Chairman & Executive Director' for a period of one (1) year effective from 1 st February, 2018 and remuneration payable to him.
5.	Appointment of Mr. Shriram S. Dandekar (DIN: 01056318) as Director in Whole-time employment designated as 'Vice- Chairman & Executive Director' for a period of one (1) year effective from 1 st February, 2018 and remuneration payable to him.
Ordinary Resolution	
6.	Appointment of Mr. Kazuo Kubo (DIN: 08125242) as Director whose term of office shall be liable to retirement by rotation.

Signed this _____ day of _____ 2018.

Affix Revenue stamp of ₹ 1/-

Signature of the member

Signature of the proxy holder(s)

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:** 022-28366579

ATTENDANCE SLIP

71ST ANNUAL GENERAL MEETING ON WEDNESDAY, 8TH AUGUST, 2018

Sr.No.:

Name and Registered Address of the sole / First named member	
Name(s) of the Joint member(s) if any	
Registered Folio No. / DPID No. * / Client ID No.* (*Applicable to Investors holding Shares in Demat Form)	
Number of Shares held	

I / We hereby record my / our presence at the 71st Annual General Meeting of the Company held at Walchand Hirachand Hall, IMC Building, Indian Merchants Chamber Marg, Churchgate, Mumbai 400020, on Wednesday 8th August, 2018 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

(EVEN) Electronic Voting Event Number	User ID	Password
108636		

Notes :

1. Please read the instructions for e-voting given along with Annual Report. The voting period starts from, 5th August, 2018, (9:00 am) and ends on 7th August, 2018 (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.

INSTRUCTIONS FOR E-VOTING

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@jhrasso.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



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

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

Sr.No.:

Name and Registered Address of the sole / First named member	
Name(s) of the Joint member(s) if any	
Registered Folio No. / DPID No. * / Client ID No.* (*Applicable to Investors holding Shares in Demat Form)	
Number of Shares held	

I / We hereby exercise my/our vote(s) in respect of the resolutions set out in the notice dated 23rd May, 2018 of the 71st Annual General Meeting of the Company to be held on Wednesday, 8th August, 2018, 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	I/we assent to the resolution For	I/we dissent to the resolution Against
Ordinary Business				
1.	Adoption of financial statements (including audited consolidated financial statements) for the financial year ended 31 st March, 2018 and Report of Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Takeo Iguchi (DIN: 03599826), as Director who retires by rotation.			
3.	Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.			
Special Business				
Special Resolution				
4.	Appointment of Mr. Dilip D. Dandekar (DIN: 00846901), as Director in Whole-time employment designated as 'Chairman & Executive Director' for a period of one year effective from 1 st February, 2018 and remuneration payable to him.			
5.	Appointment of Mr. Shriram S. Dandekar (DIN: 01056318), as Director in Whole-time employment designated as 'Vice- Chairman & Executive' Director for a period of one year effective from 1 st February, 2018 and remuneration payable to him.			
Ordinary Resolution				
6.	Appointment of Mr. Kazuo Kubo (DIN 08125242) as Director whose term of office shall be liable to retire by rotation.			

Place :

Date :

Signature of Members

Note: Kindly read the instructions printed overleaf before filling the form. Valid Forms received by the scrutinizer by 5:00 p.m on Tuesday, 7th August, 2018 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, Partner failing which Mr. Sohan J. Ranade, Partner, failing which Ms. Tejaswi Zope, Partner of JHR & Associates, Practicing Company Secretaries, 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/ Authorization 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 1st August, 2018 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 7th August, 2018 (5.00 p.m.). Ballot form received after 7th August, 2018 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 along with Scrutinizer's report, shall be placed on the Company's website www.kokuyocamlin.com and on the website of the National Securities Depository Limited (NSDL) within two days of the passing of the Resolutions at the AGM of the Company on 10th August, 2018 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.