



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

## POSTAL BALLOT NOTICE

### [NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to other applicable laws and regulations, if any, Kokuyo Camlin Limited ('the Company') is seeking consent of its members by way of an Ordinary Resolution for the appointment of Mr. Yasuyuki Kanebako (DIN:08580880), as an Independent Non-Executive Director for the period of five years with effect from 16<sup>th</sup> October, 2019 to be transacted through postal ballot, which include voting by electronic means (e-voting).

The proposed ordinary resolution alongwith the explanatory statement setting out material facts and reasons thereof are appended alongwith the Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on 16<sup>th</sup> October, 2019 has appointed Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing which Ms. Tejaswi Zope Partner of M/s. JHR & Associates as the Scrutinizer for conducting the postal ballot / e-voting process (electronically or otherwise) in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 15<sup>th</sup> December, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with Regulation 44 of Listing Regulations and pursuant to Section 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facility arranged by the Company are requested to read the instructions given on the overleaf of the ballot /e-voting form annexed to this notice.

Upon completion of the scrutiny of the postal ballot forms/ e-voting, the Scrutinizer will submit his report to the Chairman & Executive Director of the Company. The results will be declared on or before 17<sup>th</sup> December, 2019 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at [www.kokuyocamlin.com](http://www.kokuyocamlin.com)

## RESOLUTION:

### **APPOINTMENT OF MR. YASUYUKI KANEBAKO (DIN:08580880), AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR THE PERIOD OF FIVE YEARS WITH EFFECT FROM 16TH OCTOBER, 2019:**

To consider and if thought fit, to give assent or dissent to the following resolution, as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) of Listing Obligations & Disclosure Requirements, Regulations, 2015 ("Listing Regulations"), Mr. Yasuyuki Kanebako (DIN:08580880) who was appointed as an Additional Director of the Company with effect from 16<sup>th</sup> October, 2019 pursuant to provisions of Section 161 of the Act, and whose term of Office is valid upto forthcoming Annual General Meeting has submitted a declaration that he is eligible for appointment and he meets the criteria of Independence as provided in Section 149(6) of the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Non-Executive Director of the Company for the period of five years with effect from 16<sup>th</sup> October, 2019 and that his office shall not be subject to retire by rotation.

**RESOLVED LASTLY THAT** anyone of the Directors namely, Mr. Dilip D. Dandekar, Chairman & Executive Director, Mr. Shriram S. Dandekar, Vice-Chairman & Executive Director and Mr. Nobuchika Doi, 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."

Regd. Office:

48/2, Hilton House,  
M.I.D.C, Andheri (East),  
Mumbai-400 093.  
Dated : 16<sup>th</sup> October, 2019

By Order of the Board  
For Kokuyo Camlin Limited

Ravindra V. Damle  
Vice President (Corporate) &  
Company Secretary

## Notes:

1. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 8<sup>th</sup> November, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 8<sup>th</sup> November 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investorrelations@kokuyocamlin.com. The Registrar and Transfer Agent/ Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. In respect of the Director seeking appointment, forms integral part of the notice and is given in the Annexure to the Notice. The Director has furnished the requisite declarations for his appointment.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 8<sup>th</sup> November, 2019. The postal ballot period commences from Saturday, 16<sup>th</sup> November, 2019 (9:00 A.M) and ends on Sunday, 15<sup>th</sup> December, 2019 (5:00 P.M). A person who is not a member on the relevant date should treat this Notice for information purpose only.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting forms part of this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on 15<sup>th</sup> December, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. on 15<sup>th</sup> December, 2019, it will be considered that no reply from the Member has been received.

### Instructions relating to voting through electronic mode:

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-in to 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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](mailto:info@jhrasso.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. 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.
5. 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.: 91-22-2594-6970 Fax: 91-22-2594 6969 • 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

**Regd. Office:**

48/2, Hilton House,  
M.I.D.C, Andheri (East),  
Mumbai-400 093.  
Dated : 16<sup>th</sup> October, 2019

**By Order of the Board**  
For **Kokuyo Camlin Limited**

**Ravindra V. Damle**  
Vice President (Corporate) &  
Company Secretary

# EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The Board of Directors at its meeting held on 16<sup>th</sup> October, 2019 on the recommendation of Remuneration and Nomination Committee had appointed Mr. Yasuyuki Kanebako as an Additional Non-Executive Director Independent with effect from 16<sup>th</sup> October, 2019 pursuant to the provisions of Section 161(1) of the Act, read with Article 128 of Articles of Association of the Company. He holds the office upto the conclusion of the forth coming Annual General Meeting.

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. Kanebako for appointment as an Independent Director as per the provisions of the Act. The Company now proposes to appoint him as Independent Non-Executive Director pursuant to the provisions of Section 149 of the Act for the period of five years with retrospective effect from 16<sup>th</sup> October, 2019 not liable to retire by rotation.

The Company has also received (i) consent in writing from Mr. Kanebako to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Kanebako as required under Regulation 36 (3) and 26(4) of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) have been given in the Annexure for the information of the members.

In the opinion of the Board Mr. Kanebako fulfils the conditions specified in the Act, and the Rules made thereunder for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management. A copy of draft letter for appointment of Mr. Kanebako as Independent Non-Executive Director setting out the terms and conditions would be 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 upto the last date of receipt of Postal Ballot form / date of e-voting i.e. 15<sup>th</sup> December, 2019.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kanebako as an Independent Director.

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.

## Annexure

### Disclosure required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 of ICSI.

i. Brief resume of the Director:

Mr. Yasuyuki Kanebako (DIN:08580880) (51) is Graduate in Mechanical Engineering from Waseda University, Tokyo, Japan. He was inducted on 16<sup>th</sup> October, 2019 as the member of the Board. He is currently working as General Manager M&E with Takenaka India Private Limited, Gurgaon since November, 2018. Prior to Takenaka India he was associated with Asian Regional Head quarter, Singapore. Mr Yasuyuki Kanebako has a wide experience of 25 years in Building facility design and implementation and have been in charge of overseas project for various projects such as airport, high-rise buildings and factories.

ii. Nature of experience in specific functional area:

He has wide experience in facility planning and engineering to reduce energy consumption and enhance productivity with ME engineering skill and innovative technology in various countries. He also has ample knowledge in quality management.

iii. Terms and conditions of appointment

As per the Resolution of this Notice read with the Explanatory Statement thereto.

iv. Details of remuneration sought to be paid

Not applicable.

v. Last drawn remuneration

Not applicable.

vi. Disclosure of relationship with other Directors, Manager and Key Managerial Personnel

Nil

vii. Director in other Companies / Listed Entities and membership of Committees of the Board.

Nil

viii. No. of shares held in the Company

He is not holding any shares in the Company.

ix. Number of meetings of the Board attended during the year

It is proposed to appoint Mr. Yasuyuki Kanebako for his first term on the Board. Number of meetings of the Board attended - One (1)- 16<sup>th</sup> October, 2019.

### Regd. Office:

48/2, Hilton House,  
M.I.D.C, Andheri (East),  
Mumbai-400 093.  
Dated : 16<sup>th</sup> October, 2019

By Order of the Board  
For Kokuyo Camlin Limited

Ravindra V. Damle  
Vice President (Corporate) &  
Company Secretary

**POSTAL BALLOT FORM**

**(In lieu of e-Voting)**

Sr. No.:

Name and address of sole / First named member	
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 ordinary resolution set out in the Postal Ballot Notice dated 16<sup>th</sup> October, 2019 of the Company in the following manner, by recording my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing tick mark ( ✓ ) at the appropriate box below:

Sr. No.	Resolution	No. of Shares	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Appointment of Mr. Yasuyuki Kanebako (DIN - 08580880 ) as an Independent Non-Executive Director for the period of five years with effect from 16 <sup>th</sup> October, 2019.			

Place :

Date :

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Signature of Member

Note : Kindly read the instructions printed overleaf before filling the form

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	User ID	Password
112599		

## INSTRUCTIONS

### Voting through physical mode:

1. A member entitled to vote and desiring to exercise vote by Postal Ballot may complete Postal Ballot Form and send it to the scrutinizer in the accompanying self-addressed business reply envelope. However the envelopes containing Postal Ballots, if sent by courier or registered post/ speed post at the expense of the member will also be accepted.
2. Votes should be cast in case of resolution, either FOR or AGAINST by putting the tick (✓) mark in the column provided in the Ballot Form.
3. The Form should be signed by the Members as per the specimen signature registered with the Company/Depositories. 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.
4. 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, with the specimen signature(s) of the authorized signatory(ies).
5. The voting rights of members shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on 8<sup>th</sup> November, 2019 and as per the Registrar of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 15<sup>th</sup> December, 2019. Ballot Form received after 15<sup>th</sup> December, 2019 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.