



KOKUYO CAMLIN LIMITED

CIN : L24223MH1946PLC005434

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

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

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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 or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, Kokuyo Camlin Limited (the 'Company') is seeking consent of its members for the following ordinary/special resolutions to be transacted through postal ballot, which include voting by electronic means (e-voting):

1. Appointment of Mr. Nobuchika Doi (DIN: 03599835) as 'Managing Director' designated as 'Chief Executive Officer & Executive Director' for a period of three (3) years from 1st November, 2017 and remuneration payable to him.
2. Appointment of Mr. Takeo Iguchi (DIN: 03599826) as 'Executive Director' for a period of three(3) years from 1st November, 2017 and remuneration payable to him.
3. Appointment of Ms. Nandini Chopra (DIN: 07891312), as an Independent Director for a period of five (5) years from 3rd August, 2017.
4. Approval for Borrowing Limits from Bank(s), Financial Institution(s), any Other Lending Institution(s), Bodies Corporates or such other Persons/Individual to the extent of ₹ 300.00 crores.
5. Consent for mortgaging and/or charging all Immovable and Movable properties of the Company upto the limit of ₹ 300.00 Crores.

The proposed ordinary / special resolutions along with the explanatory statement setting out material facts and reasons thereof are appended along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company have appointed Mr. J. H. Ranade, (FCS No. 4317 C.P No. 2520) Partner of M/s. JHR & Associates as the Scrutinizer for conducting the postal ballot/e-voting process 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 26th December, 2017 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of 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 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 28th December, 2017 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent, and displayed on the Company's website at www.kokuyocamlin.com

RESOLUTIONS:

1. **APPOINTMENT OF MR. NOBUCHIKA DOI AS MANAGING DIRECTOR DESIGNATED AS 'CHIEF EXECUTIVE OFFICER & EXECUTIVE DIRECTOR' FOR A PERIOD OF THREE (3) YEARS AND REMUNERATION PAYABLE TO HIM:**

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 196, 197, 198, 202, 203 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 subject to approval of Central Government, if required, the approval of the Company be and is hereby accorded to the appointment of Mr. Nobuchika Doi (DIN 03599835) as a Managing Director of the Company and designated as "Chief Executive officer & Executive Director (whose term of office shall be liable to retirement by rotation) for a period of three(3) years with effect from 1st November, 2017 or from the effective date of permission under an employment visa/ work permit obtained from Indian Authorities whichever is later with substantial powers of the management of affairs of the Company, and he shall be entitled to receive a monthly salary of ₹ 3,34,311/- plus special allowance, rent free furnished accommodation, 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. Nobuchika Doi, 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. Nobuchika Doi.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year of the Company during the term of Mr. Nobuchika Doi, the remuneration mentioned in the preceding part of the resolution and the said agreement shall be paid to Mr. Nobuchika Doi, 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 Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Nobuchika Doi functions as Managing Director of the Company, he shall not be paid any sitting fees for the attending meeting of the Board of Directors and Committee thereof.

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

2. APPOINTMENT OF MR. TAKEO IGUCHI AS EXECUTIVE DIRECTOR FOR A PERIOD OF THREE(3) YEARS AND REMUNERATION PAYABLE TO HIM:

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 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. Takeo Iguchi (DIN 03599826) as Executive Director (whose term of office shall be liable to retirement by rotation) for a period of three (3) years with effect from 1st November, 2017 or from the effective date of permission under an employment visa/ work permit obtained from Indian Authorities whichever is later, and he shall be entitled to receive a monthly salary of ₹ 3,34,311/- plus special allowance, rent free furnished accommodation, 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. Takeo Iguchi, 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. Takeo Iguchi.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year of the Company during the term of Mr. Takeo Iguchi, the remuneration mentioned in the preceding part of the resolution and the said agreement shall be paid to Mr. Takeo Iguchi, 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 Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Takeo Iguchi functions as whole time Director of the Company, he shall not be paid any sitting fees for the attending meeting of the Board of Directors and Committee thereof.

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

3. APPOINTMENT OF MS. NANDINI CHOPRA (DIN : 07891312), AS AN INDEPENDENT DIRECTOR:

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 and such other applicable provisions, if any of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and Listing Obligations & Disclosure Requirements, Regulations, 2015 (LODR), Ms. Nandini Chopra (DIN : 07891312) who was appointed as an Additional Director of the Company with effect from 3rd August, 2017 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 she is eligible for appointment and she meets the criteria of Independence as provided in Section 149(6) of the Act and LODR entered into with the Stock Exchanges and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for the period of five years with effect from 3rd August, 2017 and that her 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 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."

4. APPROVAL FOR BORROWING LIMITS FROM BANK(S), FINANCIAL INSTITUTION(S), ANY OTHER LENDING INSTITUTION(S), BODIES CORPORATE OR SUCH OTHER PERSONS/INDIVIDUAL TO THE EXTENT OF ₹ 300.00 CRORES:

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

"RESOLVED THAT in suppression to the earlier Special Resolution passed by the members at 68th Annual General Meeting held on 30th July, 2015 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee thereof) for borrowing from time to time, any sums or sums of

monies from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained in ordinary course of business) and may exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 300.00 Crores.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and are hereby severally authorised to be all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

5. CONSENT FOR MORTGAGING AND/OR CHARGING ALL IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UPTO THE LIMIT OF ₹ 300.00 CRORES:

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

“**RESOLVED THAT** in supersession to the earlier Special resolution passed by the Members at 67th Annual General Meeting held on 17th July, 2014 and pursuant to Provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for mortgaging and/or charging by the Board of Directors of the Company of all immovable and movable properties of the Company or any part thereof in such form and manner as may be stipulated by the Banks / Financial Institutions and or any other Lending Institution(s) and or Bodies Corporate (hereinafter called the 'Lenders') in consultation with the Company, wheresoever situate present and future and the whole of the undertaking of the Company, and/or conferring power to enter upon and to take possession of the assets of the Company in certain events to or in favour of them, for securing loans/borrowings upto ₹ 300.00 Crores approved under Section 180(1)(c) of the Companies Act, 2013, which the Lenders may sanction to the Company from time to time, together with interest at an agreed rate, additional interest, liquidated damages, commitment charges, cost, charges, expenses and all other monies payable by the Company to the Lenders in terms of Agreement to be entered into by the Company in respect of the said term loans/borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committee thereof) be and are hereby severally authorised to finalise with the Lenders, the documents for creating the aforesaid mortgages and/or charges and to do all such acts and things as may be necessary from time to time, for giving effect to this resolution.”

Regd. Office:

48/2, Hilton House,
Central Road, M.I.D.C.,
Andheri (East),
MUMBAI-400 093.

Dated : 8th November, 2017.

**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 of the Companies Act, 2013, in respect of the business referred to under Item Nos. 1 to 5 (both numbers inclusive) 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 17th November, 2017. 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 17th November, 2017 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@kokyocamlin.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 17th November, 2017. The postal ballot period commences from 27th November, 2017 (9:00 A.M) and ends on 26th December, 2017 (5:00 P.M)
8. 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 are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. 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 26th December, 2017. 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 26th December, 2017, it will be considered that no reply from the Member has been received
11. 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 Investor Education and Protection Fund (IEPF) Account whose dividend remained unclaimed for period of seven consecutive years. Those shareholders who have exercised their votes subsequent to the transfer of their shares to IEPF Authorities their votes will not be considered for the purpose of voting under present postal ballot.

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

Item No.1 and 2:

The Company had appointed Mr. Nobuchika Doi and Mr. Takeo Iguchi as Directors in Whole-time employment designated as Executive Directors for the period of 3 (three) years with effect from 1st November, 2014 by passing a Special Resolution at 67th Annual General Meeting held on 17th July, 2014 which expires on 31st October, 2017.

In view of resignation of Mr. Ayyadurai Srikanth as Manager with effect from 1st April, 2017, the Board of Directors at its meeting held on 13th February, 2017 appointed Mr. Nobuchika Doi as 'Managing Director' and re-designated as "Chief Executive Officer & Executive Director", on the recommendation of Remuneration and Nomination Committee with effect from 1st April, 2017 to 31st October, 2017 with a substantial powers of Management and affairs of the Company and which also approved by members at 70th Annual General Meeting held on 28th June, 2017.

The Company now proposes to re-appoint Mr. Nobuchika Doi as 'Managing Director' designated as "Chief Executive Officer & Executive Director" and Mr. Takeo Iguchi as 'Executive Director' for the further period of (3) three years with effect from 1st November, 2017 or from the effective date of permission under an employment visa/work permit obtained from Indian Authorities whichever is later. The said appointment and their remuneration were also approved by the Remuneration and Nomination Committee, and the Board of Directors at their meeting held on 27th July, 2017 and 3rd August, 2017 respectively.

The terms of remuneration for the period of (3) three years from 1st November, 2017 to 31st October, 2020 are as under:

I. SALARY:

Sr. No	Name & Designation of the Managing/Whole-Time Directors	Salary Per Month (₹)
1	Mr. Nobuchika Doi, Managing Director designated as 'Chief Executive Officer & Executive Director'	3,34,311
2	Mr. Takeo Iguchi- Executive Director	3,34,311

II. SPECIAL ALLOWANCE:

Special Allowance of ₹ 57,245/- per month shall be paid in addition to salary to the Managing/Whole-time Directors.

III. RENT FREE FURNISHED ACCOMMODATION:

The Company will provide Rent Free Furnished Accommodation with the monthly rentals for premises not exceeding ₹ .2,75,000/- per month to the Managing/Whole-time Directors

IV. PERQUISITES AND OTHER ALLOWANCES:

In addition to the salary, Special Allowance and Rent Free Furnished accommodation, the Managing/Whole-time Directors shall be entitled to.

- Gas Electricity & Water limited to 10% of monthly Salary. (i.e. ₹ 33,431/- per month)
- Leave Travel Concession of ₹ 6,86,940/- per annum.
- Education Allowance of ₹ 28,623/- per month.
- Medical Allowance limited to 10% of monthly Salary (i.e. ₹ 33,431/- per month)

In addition to the above the Managing/Whole-time Directors shall be entitled to meal vouchers for themselves and their families, provision of car with driver, telephone/Fax facilities and benefit of personal accident insurance scheme and such other perquisites and other allowances in accordance with the rules of the Company.

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.

V. GRATUITY AND LEAVE ENCASHMENT:

Gratuity and encashment of leave at the end of their tenure.

VI. TOTAL REMUNERATION:

The aggregate of the remuneration including Gratuity, payable to the Managing/Whole time Directors of the Company taken together shall be calculated in accordance with the provisions of Sections 197 of the Companies Act, 2013 read with Schedule V thereof.

VII. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in any financial year of the Company during the term of Managing/whole time Directors, the minimum remuneration payable respectively to each of them shall be by way of Salary, Special Allowance, Rent Free Furnished Accommodation, Perquisites and other allowances as set above subject to the provisions of Section 197 of the Companies Act, 2013 and subject to compliances required under Schedule V of the Companies Act, 2013 including such approval as may be required from the Central Government if required and in addition thereto they shall also be respectively eligible to the perquisites provided in Section IV of Schedule V of the Companies Act, 2013 as may be amended from time to time.

In view of inadequate profit for the year ended 31st March, 2017 the remuneration payable to Mr. Doi and Mr. Iguchi require approval of members under Schedule V read with the provisions of Companies Act, 2013. Accordingly, the information as

required under Schedule V of the Companies Act, 2013 with reference to the Resolutions 1 & 2 and additional information of Directors recommended for appointment/re-appointment require under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is annexed hereto as Annexure A.

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

The Directors recommend the Ordinary resolution No. 1 and 2, for your approval.

ITEM NO.3:

The Board of Directors at its meeting held on 3rd August, 2017 on the recommendation of Remuneration and Nomination Committee had appointed Ms. Nandini Chopra as an Additional Director (Independent) with effect from 3rd August, 2017, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with articles 128 of Articles of Association of the Company. She holds the office upto conclusion of the next Annual General Meeting.

The Company has received a notice in writing under the Provisions of Section 160 of the Act from a member alongwith deposit of Rs. 1,00,000/- proposing the candidature of Ms. Chopra for the office of Independent Director, to be appointed as such under the provisions of Section 149, 152 and Schedule IV of the Act. The Company now proposes to appoint her as Independent Director pursuant to the provisions of Section 149 of the Act for the period of five years with retrospective effect from 3rd August, 2017 not liable to retire by rotation.

Ms. Chopra has given the declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act. In the opinion of the Board Ms. Chopra fulfils the conditions specified in the Act and Rules made thereunder for her appointment as an independent Director of the Company and is independent of the Management. A copy of letter for appointment of Ms. Chopra as an Independent Director setting out the terms and conditions would be available for inspection by the member at the registered office of the Company 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 last date of receipt of postal ballot form/date of e-voting i.e. 26th December, 2017 and also posted on Company's web site www.kokuyocamlin.com.

The board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Chopra as an Independent Director.

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

The additional information on appointment of Ms. Chopra as a Director require under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto as 'Annexure -B'.

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

The Directors recommend ordinary resolution for your approval.

Item No.4

Section 180(1)(c) of the Companies Act, 2013, provides that Board of Directors shall not exercise the power to borrow money in excess of the Company's paid up share capital and free reserve, except with the consent of members by passing the Special Resolution.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company may exceed Company's paid-up share capital and free reserves. The approval of members is required for limit of ₹ 300.00 Crores proposed under the special resolution which is considered adequate for the time being for meeting future requirements.

The company had already sought members approval for raising finance upto the limited of ₹ 300 Crores from Bank / Financial Institutions at the 68th Annual General Meeting held on 30th July 2015. The present resolution empower the company to borrow funds from other as mentioned above in addition to Banks and Financial Institutions.

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

The Directors recommend the Special Resolution for your approval.

Item No. 5

Section 180(1)(a) of the Companies act, 2013, provides inter alia that the Board of Directors of the Company, shall not without consent of the members sell, lease or otherwise dispose off the whole or substantially whole of the undertaking of the Company.

The Company had sought members approval at 67th Annual General Meeting held on 17th July 2014 for limit upto ₹ 150.00 crores. For Meeting growing needs for working capital and capital expenditure, the Company may be required to approach the Banks/Financial Institutions for sanction of loans/borrowings. As a security, the Company may also be required to create Mortgage/Charge on Fixed Assets in favour of the said Banks/Financial Institutions. Since mortgaging and/or charging by the Company on all its immovable and moveable properties or part thereof, may deemed to be disposal of the whole or substantially the whole of undertaking of the Company within meaning of Section 180 (1)(a) of the Companies Act, 2013, the consent of the members is required for limit of ₹ 300.00 crores proposed under the Special Resolution which is considered adequate for the time being for meeting future requirements.

None of the Directors/Key Managerial personnel (KMPs) of the Company and their relatives are concerned or interested in the resolution.

The Directors recommend the Special resolution for your approval.

Annexure – A

The information relevant to the appointment of Mr. Nobuchika Doi and Mr. Takeo Iguchi as Managing/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 in the 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	2016-17	2015-16	2014-15
1	Revenue from operations (Net)	64,027.67	61,418.72	54,387.93
2	Profit/(Loss) before tax	154.44	731.05	428.12
3	Profit / (Loss) after tax	95.54	525.90	492.39

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, Promoters and also our holding Company have invested ₹ 10,864.00 Lakhs by way of Equity shares. These FDI Investment were made against preferential allotment and rights Issue.

II. INFORMATION ABOUT THE APPOINTEE:

i. Background Details:

Mr. Nobuchika Doi, (51) Bachelor of Economics joined the Company as Executive Director since October, 2011.

Mr. Takeo Iguchi, (49) Bachelor of Arts, joined the Company as Executive Director since October, 2011.

ii. Past Remuneration:

Sr. No	Name of Whole-time Directors	₹ In Lakhs
1.	Mr. Nobuchika Doi – Executive Director	92.51
2.	Mr. Takeo Iguchi – Executive Director	92.57

iii. Job Profile and his suitability :

Mr. Nobuchika Doi, aged 51 years is a Managing Director of the Company. He has degree in Bachelors of Economic. He joined Kokuyo Co., Ltd., Japan, in the year 1989. He has approximately 26 years work experience in the field of Business Strategy and Marketing Planning, Research & Development, and Distribution management of Stationery Products. He was appointed as Managing Director designated as Chief Executive Officer & Executive Director having substantial powers of the management of affairs of the Company w.e.f. 1st April, 2017.

Mr. Takeo Iguchi, aged 49 years is an Executive Director of the Company. He has degree in Bachelors of Arts from the Meiji University, Tokyo, Japan. He joined Kokuyo Company Limited, Japan in the year 1991 and was the department manager of business planning department of Kokuyo S&T, Asia Pacific Marketing Division. He has approximately 24 years of work experience in the field of Production, Planning and Control in the stationary business. He has been instrumental in setting up stationary manufacturing plants of Kokuyo S&T in Vietnam and China as well as expanding the existence stationary manufacturing operations in Thailand. Mr. Iguchi looks after the business aspects with respect to production, planning and Control and R&D of the Company.

Mr. Nobuchika Doi and Mr. Takeo Iguchi are the part of the Senior Management considering their vast experience in the relevant field, the Managing/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 No. 1 & 2.

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 Managing/Whole time Director, 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 between Company with Mr. Nobuchika Doi and Mr. Takeo Iguchi, the said individuals do not have any other pecuniary relationship with the Company and its managerial personnel.

Other Directorship

Mr. Nobuchika Doi

Name of the Company	Position
Kokuyo Riddhi Paper Products Private Limited	Director
Camlin International Limited	Director

Mr. Takeo Iguchi

Name of the Company	Position
Kokuyo Riddhi Paper Products Private Limited	Director

Mr. Nobuchika Doi and Mr. Takeo Iguchi are not holding any shares in the Company.

The above information should also be considered as an additional information of Managing/Wholetime Director recommended for appointment pursuant to Regulation 36 for SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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 affected 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 losses.

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

The Company's new 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. Nobuchika Doi and Mr. Takeo Iguchi 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 House, MIDC, Andheri (E), Mumbai – 400 093 between 11.00 a.m. to 1.00 p.m. on any working day of the Company upto the last date for receipt of Postal Ballot Forms/ date of e-voting i.e 26th December, 2017.

None of the Directors/ Key Managerial Personnel (KMPs) of the Company and their relatives except the appointees are concerned or interested in these resolutions.

Regd. Office:

48/2, Hilton House,
Central Road, M.I.D.C.,
Andheri (East),
MUMBAI-400 093.

Dated :8th November,2017

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

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

Annexure – B

Additional information on Directors recommended for appointment required under Regulation 36 for the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ms. Nandini Chopra was inducted on 3rd August, 2017 as a Member of the Board.

Ms. Nandini Chopra is currently designated as Managing Director, Corporate Finance in a Firm named Alvarez & Marsalin India. She brings nearly 25 years of experience in financial advisory especially to the consumer and retail sector in India. She has a wide range of experience in mergers and acquisitions, sales and divestitures, JV advisory, private equity raises, IPOs, debt syndication and valuations. Ms. Nandini was also a former partner at KPMG India, where she worked for over 15 years. Prior to KPMG, she spent 5 years with SBI Capital Markets. Ms. Nandini is a Chemical Engineer from BITS Pilani and an MBA from XLRI Jamshedpur.

Nature of expertise in specific functional areas

Expertise in the field of M&A, sales and divestitures, JV advisory, private equity raises, IPOs, debt syndication and valuations.

Disclosure of relationship between Directors inter-se

Nil

Listed Companies (other than Kokuyo Camlin Limited) in which Ms. Nandini Chopra holds directorship and committee membership:

Directorship

Nil

Chairperson / Membership of Board Committees

Nil

She is not holding any shares in the Company.

Regd. Office:

48/2, Hilton House,
Central Road, M.I.D.C.,
Andheri (East),
MUMBAI-400 093.

Dated : 8th November, 2017

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

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



KOKUYO CAMLIN LIMITED

CIN: L24223MH1946PLC005434

Registered Office : 48/2 Hilton House, Central Road, M.I.D.C., Andheri (East), Mumbai – 400 093.

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

Email : investorrelations@kokuyocamlin.com; Website : www.kokuyocamlin.com

Postal Ballot Form

Sr. No.:

1.	Name of address of sole / First named member	
2.	Name(s) of Joint Holder(s)	
3.	Registered Folio No. / DP ID No. / Client ID No.	
4.	Number of shares held	

I/We hereby exercise my/our vote(s) in respect of the ordinary/ special resolutions set out in the Postal Ballot Notice dated 8th November, 2017 of the Company in the following manner, by recording my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing tick mark (v) at the appropriate box below:

Sr. No.	Brief particulars of the item	No. of equity shares(s) held	I/we assent to the resolution Please tick (v)	I/we dissent to the resolution Please tick (v)
1.	Special Business :			
	Ordinary Resolutions :			
	Appointment of Mr. Nobuchika Doi (DIN-03599835) as Managing Director designated as 'Chief Executive Officer & Executive Director for the period of three years with effect from 1 st November, 2017.			
2.	Appointment of Mr. Takeo Iguchi (DIN- 03599826) as Executive Director for the period of three years with effect from 1 st November, 2017.			
3.	Appointment of Ms. Nandini Chopra (DIN- 07891312) as an Independent Director for the period of Five Years with effect from 3 rd August, 2017.			
4.	Special Resolutions :			
	Borrowing Limits from Bank(s), Financial Institution(s), any other lending institutions, Bodies Corporate or such other persons/individuals to the extent of ₹ 300.00 Crores.			
	Consent for Mortgaging and/or Charging all immovable/movable properties of the Company up to limit of ₹ 300.00 Crores.			

Place :

Date :

(Signature of Member)

Electronic Voting Particulars

EVEN (E-Voting Event Number)	UserID	Password/Pin
108032		

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

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 each 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 share held by them in the paid-up equity share capital of the Company as on 17th November, 2017 and as per the Registrar of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 26th December, 2017 Ballot Form received after 26th December, 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.

Voting through electronic mode:

- 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 with a copy marked to 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.
- n) 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.
- o) 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.: 91-22-49186270 Fax: 91-22-49186060

Email id: 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
Tel : 022-6655 7000 Fax : 022-2836 6579
E-mail : investorrelations@kokuyocamlin.com