



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

Notice

NOTICE is hereby given that the 68th Annual General Meeting of the Members of KOKUYO CAMLIN LIMITED, will be held on Thursday, the 30th July, 2015 at 3.30 p.m. at Textile Committee Building, Auditorium, 1st Floor, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025, 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, 2015 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Nobuchika Doi** (DIN 03599835), 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.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee, M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of 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) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Aparna Piralal Raje (DIN 01667835), who was appointed as an Additional Director of the Company with effect from 1st October, 2014 pursuant to

Section 161 of the Act, and who holds office up to date of this Annual General Meeting has submitted declaration that she is eligible for appointment and that she meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement 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, not liable to retire by rotation for a term upto 30th September, 2019."

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

"RESOLVED THAT pursuant to 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 the "Board" which term shall be deemed to include any committee thereof) for borrowing from time to time, any sum or sums of monies from Bank(s)/Financial Institution(s), which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) 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 be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

By Order of the Board

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

Place : Mumbai
Dated : 14th May, 2015.

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. 5 and 6 (both numbers inclusive) is annexed hereto.
5. The Register of Members and Share Transfer books will remain closed from 24th July, 2015 to 30th July, 2015 (both days inclusive).
6. Members holding Shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be communicated only to the Depository Participant of the members.

Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company's Registrars and Share Transfer (R&T) Agents, M/s. Sharepro Services (India) Private Limited.
7. Members holding Shares in physical form are requested to communicate any change in address, immediately to the Company's Registrars and Share Transfer (R&T) Agents, M/s. Sharepro Services (India) Private Limited.
8. In compliance with Section 205C of the Companies Act, 1956, (which are still applicable as the relevant Section under the Companies Act, 2013 is yet to be notified) unclaimed dividend for the year ended 31st March, 2007, has been transferred to the "Investor Education and Protection Fund" established by the Central Government. Members shall not be able to register their claims in respect of their un-encashed dividend with regard to the above dividend.
9. Members who have not encashed their dividend warrants for the financial year ended 31st March 2008 and thereafter, may immediately approach the R&T Agent and submit their claim for the said dividend. The amount of dividend remaining unclaimed for a period of 7 years shall be transferred to the "Investors Education and Protection Fund" as per provisions of Section 205C of the Companies Act, 1956. It may also be noted that once the unclaimed dividend is transferred to the Fund, as above, no claim shall lie in respect thereof.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange 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.
11. The Company in compliance with Clause 5 A II of the Listing Agreement has sent first/second reminder to the members in respect of shares which are lying unclaimed with the Company. The same shall be transferred to unclaimed suspense Account in case no response is received after sending third reminder at the address given and shall be dematerialized.
12. 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 atleast seven working days prior to the meeting, so that the required information can be made available at the meeting.
13. Members who hold Shares in dematerialized form, are requested to bring their Client ID and DP. ID. Nos. for easy identification of attendance at the meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the R&T agent.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing

agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for voting through Ballot and e-voting are given at the back side of said forms. Resolution(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.

16. 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 forms 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.
17. The Annual Report 2014-15 and Notice of the 68th Annual General Meeting of the Company

circulated to the Members of the Company, will be made available on the Company's website www.kokuyocamlin.com 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 made available at the Company's Registered Office for Inspection during normal business hours on any working days upto the date of Annual General Meeting. Those members who have received Annual Report 2014-15 in electronic mode will be entitled to receive such communication in Physical form, upon making request for the same, by post free of cost. For any communication the members may also send request to the company's investor relations email Id: Investorrelations@kokuyocamlin.com.

18. The Notice of 68th Annual General Meeting and the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

ANNEXURE FORMING PART OF THE NOTICE

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

SPECIAL BUSINESS:

ITEM NO. 5:

The Board of Directors at its meeting held on 20th August, 2014 on the recommendation of Remuneration and Nomination Committee, appointed Ms. Aparna Piramal Raje as an Additional Director (Non-Executive & Independent) under section 161(1) and section 149 of the Companies Act, 2013 ("Act"), for a period of five consecutive years w.e.f. 1st October 2014. Her appointment is subject to the approval of members. The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member alongwith a deposit of ₹ 100,000/- proposing the candidature of Ms. Aparna Piramal Raje for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act as Director not liable to retire by rotation.

The details regarding the proposed appointment of Ms. Aparna Piramal Raje and her brief resume has been given in the Corporate Governance Report for the information of members.

Ms. Aparna Piramal Raje 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. Aparna Piramal Raje fulfills 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. Aparna Piramal Raje as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day of the Company upto the date of Annual General Meeting and also posted on Company's website: 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. Aparna Piramal Raje 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.

ITEM NO. 6:

Section 180(1)(c) of the Companies Act, 2013, provides that the Board of Directors shall not borrow the monies in excess of the Company's paid-up share capital and free reserves, except with the consent of members in General Meeting.

For meeting growing needs for working capital and capital expenditure, the Company may be required to borrow from Banks/Financial Institution in excess of 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.

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

The Directors recommend the Special Resolution for your approval.

By Order of the Board

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

Place : Mumbai
Dated : 14th May, 2015.



Kokuyo Camlin Limited

ATTENDANCE SLIP

CIN: L24223MH1946PLC005434

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Please fill Attendance Slip and hand it over at the entrance of the meeting hall

DP Id
Client Id

Folio No.
No. of shares

Name of the Member/Proxy:

Member/Proxy's Signature

I hereby record my presence at the 68th Annual General meeting of the Company to be held on Thursday, 30th July, 2015 at 3:30 p.m. at Textile Committee Building, Auditorium, 1st Floor, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025



Kokuyo Camlin Limited

PROXY FORM

CIN: L24223MH1946PLC005434

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68th ANNUAL GENERAL MEETING – 30th JULY, 2015

[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)	
Registered Address	
E-mail ID	

Folio No/Client ID/ DP ID																				
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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 68th Annual General Meeting of the Company, to be held on Thursday the 30th July, 2015 at 3.30 p.m. at Textile Committee Building Auditorium, 1st Floor, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025, and at any adjournment thereof in respect of such resolutions as are indicated at the back:

Sr. No.	Resolutions
ORDINARY BUSINESS	
1	Adoption of financial statements (including audited consolidated financial statements) for the financial year ended 31 st March, 2015 and Reports of Board of Directors and Auditors thereon.
2	Re-appointment of Mr. Nobuchika Doi (DIN: 03599835), as Director who retires by rotation.
3	Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.
4	Appointment of M/s. B. K. Khare & Co., Chartered Accountants, (FRN. 105102W) as Statutory Auditors and fixing their remuneration.
SPECIAL BUSINESS	
5	Appointment of Ms. Aparna Piramal Raje (DIN 01667835) as an Independent Director.
6	Approval for borrowing limits from Bank(s)/Financial Institution(s) to the extent of ₹ 300.00 Crores.

Signed this _____ day of _____ 2015.

Signature of the member

Signature of the proxy holder(s)

Notes:

1. 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.
2. 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.
3. Appointing a Proxy does not prevent a member from attending the meeting in person if he/she so wishes.



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BALLOT FORM

(in lieu of e-voting)

Sr. No.

Name of sole/
first named member :

Address :

Name(s) of Joint Holder(s),
if and :

Registered Folio No. /
DP ID No. / Client ID No. :

Number of shares held :

I/we hereby exercise my/our vote(s) in respect of the resolutions set out in the notice dated 14th May, 2015 of the 68th Annual General Meeting of the Company to be held on 30th July, 2015, by sending my/our assent or dissent to the said resolutions by placing tick mark (✓) at the appropriate box below:

Sr. No.	Resolutions	No. of Shares	For	Against
			I/we assent to the resolution	I/we dissent to the resolution
Ordinary Business				
1.	Adoption of financial statements (including audited consolidated financial statements) for the financial year ended 31 st March, 2015 and Reports of Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Nobuchika Doi (DIN: 03599835), as Director who retires by rotation.			
3.	Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.			
4.	Appointment of M/s. B. K. Khare & Co., Chartered Accountants, (FRN. 105102W) as Statutory Auditors and fixing their remuneration.			
Special Business				
5.	Appointment of Ms. Aparna Piramal Raje (DIN: 01667835) as an Independent Director.			
6.	Approval for borrowing limits from Bank(s)/Financial Institution(s) to the extent of ₹ 300.00 Crores.			

Place :

Date :

Signature of member

Note: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the scrutinizer by 5:00 p.m. on Wednesday, 29th July, 2015 shall only 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, Practising Company Secretary (Membership No. 4317), of M/s. J. H. Ranade & Associates, has been appointed as the scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
2. The Form should be signed by the Members as per the specimen signature registered with the 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.
3. In case the shares are held by corporate and institutional members (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation, with the specimen signature(s) of the authorised 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 23rd July, 2015 and as per the Registrar of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 29th July, 2015 (5.00 p.m.). Ballot Form received after 29th July, 2015 will be strictly treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified under instruction No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form shall be final.
10. The results declared alongwith Scrutinizer's report, shall be placed on the Company's website www.kokuyocamlin.com and on the website of the National Securities Depository Limited (NSDL) within three days of the passing of the Resolutions at the AGM of the Company on 30th July, 2015 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.