Camlin KOKUYO

KOKUYO CAMLIN LIMITED
Regd. Office : 48/2, Hilton House, Central Road
MIDC, Andheri (East), Mumbai – 400 093. INDIA
Tel.: 91-22-6655 7000 Fax : 91-22-2836 6579
E-mail : info@kokuyocamlin.com
Website : www.kokuyocamlin.com
CIN : L24223MH1946PLC005434

Date: 31st July, 2015

The Secretary,
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J.Towers,
Dalal Street, Fort, Mumbai-400 001

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East),Mumbai – 400 051

Sub: **Clause 35A of the Listing Agreement – Details of voting results at the 68th Annual General Meeting of the Company**

Dear Sir(s),

Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the details of the voting results of the business transacted at the 68th Annual General meeting (**AGM**) of the Company 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 – 400025.

Further, we are also enclosing the Scrutinizer's report on results of e-voting, ballot forms and poll (voting at the AGM).

The above are also uploaded on the website of the Company.

Thanking you.

Yours Faithfully,
For **KOKUYO CAMLIN LIMITED**

RAVINDRA V. DAMLE
VICE PRESIDENT (CORPORATE) &
COMPANY SECRETARY

Encl : a/a

Kokuyo Camlin Limited MUMBAI

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Details of Voting Results

Sr. No.	Particulars		Details
1.	Date of the AGM	:	30th July, 2015
2.	Total No. of shareholders on record date	:	16691 (as on cut-off date i.e. 23rd July, 2015)
3.	No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group Public	: : :	89 7 82
4.	No. of shareholders attended the meeting through video conferencing Promoter and Promoter Group Public	:	Not Arranged

Details of the Agenda:

Sr. No.	Agenda	Resolution required (Ordinary/ Special)	Mode of Voting	Remarks
1.	Adoption of financial statements (including audited consolidated financial statements) for the year ended 31st March, 2015 and Report of Board of Directors and Auditors thereon.	Ordinary	e-voting, postal ballot, poll	Passed with requisite majority
2.	Re-appointment of Mr. Nobuchika Doi (DIN: 03599835), as Director who retires by rotation.	Ordinary	e-voting, postal ballot, poll	Passed with requisite majority
3.	Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.	Ordinary	e-voting, postal ballot, poll	Passed with requisite majority

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Sr. No.	Agenda	Resolution required (Ordinary/ Special)	Mode of Voting	Remarks
4.	Appointment of M/s. B. K. Khare & Co., Chartered Accountants, (FRN. 105102W) as Statutory Auditors and fixing their remuneration.	Ordinary	e-voting, postal ballot, poll	Passed with requisite majority
5.	Appointment of Ms. Aparna Piramal Raje (DIN 01667835) as an Independent Director.	Ordinary	e-voting, postal ballot, poll	Passed with requisite majority
6.	Approval for borrowing limits from Bank(s) /Financial Institution(s) to the extent of Rs. 300.00 Crores.	Special	e-voting, postal ballot, poll	Passed with requisite majority

Resolution No. 1: Ordinary Resolution

Adoption of financial statements (including audited consolidated financial statements) for the year ended 31st March, 2015 and Report of Board of Directors and Auditors thereon.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	75215950	75055950	99.79	75055950	0	100.00	0.00
Public – Institutional holders	221282	0	0.00	0	0	0.00	0.00
Public- Others	24866574	356369	1.43	305367	51002	85.69	14.31
Total	**100303806**	**75412319**	**75.18**	**75361317**	**51002**	**99.93**	**0.07**

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Resolution No. 2: Ordinary Resolution

Re-appointment of Mr. Nobuchika Doi (DIN: 03599835), as Director who retires by rotation.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	75215950	75055950	99.79	75055950	0	100.00	0.00
Public – Institutional holders	221282	0	0.00	0	0	0.00	0.00
Public- Others	24866574	355301	1.43	306184	49117	86.17	13.82
Total	**100303806**	**75411251**	**75.18**	**75362134**	**49117**	**99.93**	**0.07**

Resolution No. 3: Ordinary Resolution

Re-appointment of Mr. Takuya Morikawa (DIN: 03599830), as Director who retires by rotation.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	75215950	75055950	99.79	75055950	0	100.00	0.00
Public – Institutional holders	221282	0	0.00	0	0	0.00	0.00
Public- Others	24866574	356450	1.43	307370	49080	86.23	13.77
Total	**100303806**	**75412400**	**75.18**	**75363320**	**49080**	**99.93**	**0.07**

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Resolution No. 4: Ordinary Resolution

Appointment of M/s. B. K. Khare & Co., Chartered Accountants, (FRN. 105102W) as Statutory Auditors and fixing their remuneration.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	75215950	75055950	99.79	75055950	0	100.00	0.00
Public – Institutional holders	221282	0	0.00	0	0	0.00	0.00
Public- Others	24866574	356137	1.43	309070	47067	86.78	13.22
Total	**100303806**	**75412087**	**75.18**	**75365020**	**47067**	**99.94**	**0.06**

Resolution No. 5: Ordinary Resolution

Appointment of Ms. Aparna Piramal Raje (DIN 01667835) as an Independent Director.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	75215950	75055950	99.79	75055950	0	100.00	0.00
Public – Institutional holders	221282	0	0.00	0	0	0.000000	0.00
Public- Others	24866574	354302	1.42	302237	52065	85.30	14.69
Total	**100303806**	**75410252**	**75.18**	**75358187**	**52065**	**99.93**	**0.07**

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CIN : L24223MH1946PLC005434

Resolution No. 6: Special Resolution

Approval for borrowing limits from Bank(s)/Financial Institution(s) to the extent of Rs. 300.00 Crores.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/(2)] *100
Promoter and Promoter Group	75215950	75055950	99.79	75055950	0	100.00	0.00
Public – Institutional holders	221282	0	0.000000	0	0	0.00	0.00
Public- Others	24866574	355555	1.43	344542	11013	96.90	3.09
Total	**100303806**	**75411505**	**75.18**	**75400492**	**11013**	**99.99**	**0.01**

For **KOKUYO CAMLIN LIMITED**

RAVINDRA V. DAMLE
VICE PRESIDENT (CORPORATE) &
COMPANY SECRETARY

Kokuyo Camlin Limited MUMBAI

24A / 25A Dhanlaxmi Chambers off Gokhale Road,
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Telephone:- 022-25442434, 022-40122520,
Email@: info@ jhranade.associates | admin@jhranade.associates

J. H. Ranade & Associates
Company Secretaries

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

The Chairman and Executive Director,
Kokuyo Camlin Limited,
(CIN: L24223MH1946PLC005434)
48/2 Hilton House, Central Road, MIDC
Andheri (East) Mumbai – 400093

Dear Sir,

1. I, J. H. Ranade, Practicing Company Secretary and Proprietor of M/S J. H. Ranade & Associates, was appointed by the Board of Directors of KOKUYO CAMLIN LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting and physical voting process and ascertaining the voting results in respect of the same as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended on the resolutions contained in the notice of 68th Annual General Meeting (AGM) of the members of the Company held on Thursday, 30th day of July, 2015 at Textile Committee Building, Auditorium, 1st Floor, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic and physical means on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting and physical voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from

   the e-voting system provided by National Securities Depository (India) Limited, the authorised agency to provide e-voting facilities, engaged by the Company and by Sharepro Services (India) Private Limited, Registrar and Transfer Agent for physical voting. The notice contained the detailed procedure (both through e-mail and physical) to be followed by the shareholders who were desirous of casting their votes electronically (remote e-voting) or physically (Ballots) as provided in the Rule 20. The company had also decided to extend voting in physical form to those shareholders who do not have access to e-voting facility to send their assent or dissent in writing on physical ballot forms.

J. H. RANADE & ASSOCIATES
FCS NO. 4317
C. P. NO. 2520
COMPANY SECRETARIES

24A / 25A Dhanlaxmi Chambers off Gokhale Road,
Near Thane Railway Station, Thane (W) 400602
Telephone:- 022-25442434, 022-40122520,
Email@: info@ jhranade.associates | admin@jhranade.associates

3. Further to the above, I submit my report as under :-

i. The Remote e-voting period remained open from 27th July 2015 (9.00 am) to 29th July 2015 (5.00 pm).

ii. Ballots received till 29th July, 2015 (5.00 pm) were considered.

iii. The members of the Company as on the "cut-off" date i.e. 23rd July 2015 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 68th AGM of the Company)

iv. The Remote e-voting facility was blocked on 29th July 2015 immediately after completion of voting hours. The details containing inter alia, list of Equity Share holders, who voted "for", "against' each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository (India) Limited i.e. www.evoting.nsdl.com.

v. The assent/dissent forms received from the share holders, by the Company at its registered office were taken up for processing by M/s. Sharepro Services (India) Private Limited and a detailed report of the ballots received till 29th July 2015 was handed over to us.

vi. The Remote e-voting results once available on our login on www.evoting.nsdl.com were downloaded in presence of Mr. Sohan Ranade and Mr. Ashish Joshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

vii. The ballot box containing Ballot forms was opened in presence of Mr. Sohan Ranade and Mr. Ashish Joshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. The ballot forms were taken up for processing by M/s. Sharepro Services (India) Private Limited and a detailed report was handed over to us.

viii. Thereafter, based on such reports generated, the result of the e-voting and physical voting is as under:

J. H. RANADE & ASSOCIATES ★ COMPANY SECRETARIES ★
FCS NO. 4317
C. P. NO. 2520

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Ordinary Business:

Item No. 1 of the Notice (As an Ordinary Resolution)	Adoption of Audited Financial Statements for the year ended 31st March 2015				
Manner of Voting	**For**	**%**	**Against**	**%**	**Abstained / invalid**
1) Remote e-voting	7,22,77,556	100	0	-	0
2) Ballot (Assent/dissent)	1,66,844	76.59	51,002	23.41	12,022
3) Poll	29,16,917	100	0	-	2,271
				-	
Total	**7,53,61,317**	**99.93**	**51,002**	**0.07**	**14,293**

Item No. 2 of the Notice (As an Ordinary Resolution)	Re-appointment of Director Mr. Nobuchika Doi (DIN: 03599835)				
Manner of Voting	For	%	Against	%	Abstained / invalid
1) Remote E-voting	7,22,76,362	100	0	-	1,194
2) Ballot(Assent/dissent)	1,68,855	77.47	49,117	22.53	14,546
3) Poll	29,16,917	100	0	-	2,271
Total	**7,53,62,134**	**99.93**	**49,117**	**0.07**	**18,011**

Item No. 3 of the Notice (As an Ordinary Resolution)	Re-appointment of Director Mr. Takuyo Morikawa (DIN: 03599830)				
Manner of Voting	For	%	Against	%	Abstained / invalid
1) Remote E-voting	7,22,77,536	100	0	-	20
2) Ballot(Assent/dissent)	1,68,867	77.48	49,080	22.52	14,546
3) Poll	29,16,917	100	0	-	2,271
Total	**7,53,63,320**	**99.93**	**49,080**	**0.07**	**16,837**

Item No. 4 of the Notice (As an Ordinary Resolution)	Appointment of M/s. B. K. Khare & Co. Chartered Accountants, as Statutory Auditors and fixing their remuneration				
Manner of Voting	For	%	Against	%	Abstained / invalid
1) Remote E-voting	7,22,77,373	100	0	-	183
2) Ballot(Assent/dissent)	1,70,730	78.39	47,067	21.61	14,696
3) Poll	29,16,917	100	0	-	2,271
Total	**7,53,65,020**	**99.94**	**47,067**	**0.06**	**17,150**

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C. P. NO. 2520
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Special Business:

Item No. 5 of the Notice (As an Ordinary Resolution)	Appointment of Mrs. Aparna Piramal-Raje (DIN: 01667835) as Independent Directors				
Manner of Voting	For	%	Against	%	Abstained/ invalid
1) Remote E-voting	7,22,73,956	100	3,600	-	0
2) Ballot(Assent/dissent)	1,67,314	77.54	48,465	22.46	16,699
3) Poll	29,16,917	100	0	-	2,271
Total	**7,53,58,187**	**99.93**	**52,065**	**0.07**	**18,970**
Item No. 6 of the Notice (As an Ordinary Resolution)	**Approval for borrowing limits from Bank(s)/Financial Institution(s) to the extent of Rs. 300.00 Crores.**				
Manner of Voting	For	%	Against	%	Abstained/ invalid
1) Remote E-voting	7,22,73,881	99.99	3,655	0.01	20
2) Ballot(Assent/dissent)	2,09,694	96.61	7,358	3.39	14,546
3) Poll	29,16,917	100	0	-	2,271
Total	**7,54,00,492**	**99.99**	**11,013**	**0.01**	**16,837**

I hereby confirm that I am maintaining the Registers received from the Service Providers both Electronically and Manually in respect of votes cast through E-voting, Assent / Dissent and Poll by the Share holders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,
Yours faithfully,

J. H. RANADE
PROPRIETOR
J. H. RANADE & ASSOCIATES
MEMBERSHIP NO. 4317
COP NO. 2520
Place : Thane
Date: 30th July 2015

J. H. RANADE & ASSOCIATES ★ FCS NO. 4317 C. P. NO. 2520 ★ COMPANY SECRETARIES

Signed by Mr. Dilip D. Dandekar
Chairman of the meeting
In respect of Item no. 1 to 6

Sohan Ranade :-

Ashish Joshi -