

COME GROW with US



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Camel Art Foundation



Colours Changing Hues -Series II
Jehangir Art Gallery 24th Dec 2010
Dilip Dandekar & Artist Prafulla Dahanukar



10th Northern Region Exhibition
Camel Art Foundation - Delhi
Dilip Dandekar & Artist Anjolie Ela Menon



Anjolie Ela Menon Painting for CAF



11th Western Region - CAF Nehru Center



Alpha Kids Events



New Products



Flora Pencils



Kokuyo Note Books



Zebra Pen 0.5mm and 0.7mm



Washable Crayons (XL)



Modelling Clay



Washable Jumbo Crayons



Easy Grip Oil Pastels



Tempera Colours



Camel School Bag (Disney Licensee)

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Corporate Information

Chairman Emeritus

Mr. Subhash Dandekar

Board Of Directors

Mr. Dilip Dandekar

Chairman & Managing Director

Mr. Rajiv Dandekar

Joint Managing Director

Executive Directors

Mr. Shriram Dandekar

Mr. Deepak Dandekar

Non-Executive/Independent Directors

Mr. Ashish Dandekar

Mr. Shishir Shirgaokar

Mr. Dhananjay Mungale

Mr. Anil Singhvi

Mr. Deepak Ghaisas

Mr. Vijay Paranjpe

Mr. Shishir Desai

Mr. Ramanathan Sriram

Registered Office

9-B, Nanddeep Industrial Estate, Kondivita Lane,
J. B. Nagar, Andheri (East), Mumbai 400 059.

Corporate Office

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

Works

Tarapur : M.I.D.C., Boisar, Tarapur,
Dist. - Thane 401 506.

Taloja : M.I.D.C., Taloja, Navi Mumbai 410 208.

Jammu : Industrial Growth Center, Samba
Phase I, Jammu, J&K State.
101, Gangyal Industrial Area, Phase II,
Jammu 180 004.

Vasai : Rajprabha Udyog Nagar, Walive,
Vasai (East), Dist. - Thane 401 308.

Chief Financial Officer

Mr. Chetan Badal

Vice President (Corporate) & Company Secretary

Mr. Ravindra Damle

Auditors

M/s. B. K. Khare & Co.
Chartered Accountants
Mumbai.

Bankers

Bank of Maharashtra
IDBI Bank Ltd.

Registrars & Transfer Agents

M/s. Sharepro Services (India) Pvt. Ltd.
Unit: Camlin Limited, 13 AB, Samhita
Warehousing Complex, 2nd Floor,
Near Sakinaka Telephone Exchange,
Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai 400 072.

Notice

NOTICE is hereby given that the 64th Annual General Meeting of the Members of Camlin Limited, will be held on Thursday, the 7th July, 2011 at 3.00 p.m. at Walchand Hirachand Hall, IMC Building, Indian Merchants Chamber Marg, Churchgate, Mumbai 400 020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2011 and the Balance Sheet as at that date and the report of the Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Deepak M. Dandekar who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shishir B. Desai who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ramanathan Sriram who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint B. K. KHARE and Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to sub section (4) of section 198 read with sub- paragraph (C) of paragraph 1 of section II of Part II of Schedule XIII of the Companies Act, 1956 or statutory modification(s) or re-enactments thereof (hereinafter referred to as 'the Act'), the consent of the Company be and is hereby accorded for payment of minimum remuneration to Mr. Dilip D. Dandekar, 'Chairman & Managing Director', the remuneration as was approved by the Members of the Company for the respective financial years 1st April, 2010 to 31st March, 2011, 1st April, 2011 to 31st March, 2012 and 1st April, 2012 to 31st March, 2013 at the 63rd Annual General Meeting of the Company held on 29th June, 2010.

RESOLVED FURTHER THAT the aforesaid remuneration payable to Mr. Dilip D. Dandekar, the details of which are mentioned in the explanatory statement for the period mentioned above is subject to approval of the Central Government.

RESOLVED LASTLY THAT the Board of Directors of the Company (including the Committee of Directors) be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Committee of Directors to give effect to the aforesaid resolution".

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

"RESOLVED THAT pursuant to sub section (4) of section 198 read with sub- paragraph (C) of paragraph 1 of section II of Part II of Schedule XIII of the Companies Act, 1956 or statutory modification(s) or re-enactments thereof (hereinafter referred to as 'the Act'), the consent of the Company be and is hereby accorded for payment of minimum remuneration to Mr. Rajiv M. Dandekar, 'Jt. Managing Director', the remuneration as was approved by the Members of the Company for the respective financial years 1st April, 2010 to 31st March, 2011, 1st April, 2011 to 31st March, 2012 and 1st April, 2012 to 31st March, 2013 at the 63rd Annual General Meeting of the Company held on 29th June, 2010.

RESOLVED FURTHER THAT the aforesaid remuneration payable to Mr. Rajiv M. Dandekar, the details of which are mentioned in the explanatory statement for the period mentioned above is subject to approval of the Central Government.

RESOLVED LASTLY THAT the Board of Directors of the Company (including the Committee of Directors) be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Committee of Directors to give effect to the aforesaid resolution".

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

"RESOLVED THAT pursuant to sub section (4) of section 198 read with sub- paragraph (C) of paragraph 1 of section II of Part II of Schedule XIII of the Companies Act, 1956 or statutory modification(s) or re-enactments thereof (hereinafter referred to as 'the Act'), the consent of the Company be and is hereby accorded for payment of minimum remuneration to Mr. Shriram S. Dandekar, 'Executive Director', the remuneration as was approved by the Members of the Company for the respective financial years 1st April, 2010 to 31st March, 2011, 1st April, 2011 to 31st March, 2012 and 1st April, 2012 to 31st March, 2013 at the 63rd Annual General Meeting of the Company held on 29th June, 2010.

RESOLVED FURTHER THAT the aforesaid remuneration payable to Mr. Shriram S. Dandekar, the details of which are mentioned in the explanatory statement for the period mentioned above is subject to approval of the Central Government.

RESOLVED LASTLY THAT the Board of Directors of the Company (including the Committee of Directors) be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Committee of Directors to give effect to the aforesaid resolution".

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

"RESOLVED THAT pursuant to sub section (4) of section 198 read with sub- paragraph (C) of paragraph 1 of section II of Part II of Schedule XIII of the Companies Act, 1956 or statutory modification(s) or re-enactments thereof (hereinafter referred to as 'the Act'), the consent of the Company be and is hereby accorded for payment of minimum remuneration to Mr. Deepak M. Dandekar, 'Executive Director', the remuneration as was approved by the Members of the Company for the respective financial years 1st April, 2010 to 31st March, 2011, 1st April, 2011 to 31st March, 2012 and 1st April, 2012 to 31st March, 2013 at the 63rd Annual General Meeting of the Company held on 29th June, 2010.

RESOLVED FURTHER THAT the aforesaid remuneration payable to Mr. Deepak M. Dandekar, the details of which are mentioned in the explanatory statement for the period mentioned above is subject to approval of the Central Government.

RESOLVED LASTLY THAT the Board of Directors of the Company (including the Committee of Directors) be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Committee of Directors to give effect to the aforesaid resolution".

Regd. Office:

9-B, Nanddeep
Industrial Estate,
Kondivita Lane, J. B.
Nagar, Andheri (East),
MUMBAI-400 059.

By Order of the Board

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

Dated: 30th May, 2011.

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. The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of the business referred to under Item Nos. 7 to 10 (both numbers inclusive) is annexed hereto.
3. The Register of Members and Share Transfer Books will remain closed from 1st July, 2011 to 7th July, 2011 (both days inclusive).
4. The Dividend, if approved, at the meeting, will be paid within the stipulated period, to those members who hold shares in physical form and whose names appear on the Company's Register of members as on 7th July, 2011. In

respect of shares held in Electronic Form, the Dividend will be paid to the beneficial owners as per details to be furnished by the Depositories for this purpose at the end of business hours on 30th June, 2011.

5. 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 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.

6. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 all dividends which remained unpaid or unclaimed upto the financial year ended 31st March, 1994, have been transferred to the General Revenue Account of the Central Government. Concerned members are requested to claim the amount from the Office of the Registrar of Companies, Maharashtra, C.G.O Complex, 2nd Floor, A Wing, CBD - Belapur, Navi Mumbai- 400 614.
7. In compliance with Section 205C of the Companies Act, 1956, unclaimed dividend for the year ended 31st March, 2003, 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.

8. Members who have not encashed their dividend warrants for the financial year ended 31st March, 2004 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.
9. The Company, in compliance with new Clause 5All of the Listing Agreement, will send reminders 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 three reminders at the address given and shall be dematerialized.
10. 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.
11. Members, who hold Shares in dematerialised form, are requested to bring their Client ID and DP. ID. Nos. for easy identification of attendance at the meeting.