

Date: 03/11/2015

To,
BSE Limited,
25, P. J. Towers,
Dalal Street,
Mumbai – 400 001
Ref: Company Scrip Code: 532834

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
Ref: Symbol: CAMLINFINE || **Series:** EQ

Sub: Notice of Postal Ballot w.r.t. Amendment in Memorandum and Articles of Association of the Company

Dear Sir/Madam,

Pursuant to Clause 33 of the Listing Agreement, we herewith enclose the Notice of Postal Ballot w.r.t. Amendment in Memorandum and Articles of Association of the Company.

Kindly take the above information on records.

Thanking You,

For Camlin Fine Sciences Limited


Rahul D. Sawale
Company Secretary &
Compliance Officer



CAMLIN FINE SCIENCES LIMITED

Regd. Office: WICEL, Plot No. F/11 & 12, Opp. SEEPZ Main Gate, Central Road, Andheri (East), Mumbai-400 093.

CIN: L74100MH1993PLC075361

T: 0091-22-6700 1000 | F: 0091-22-28324404 | E-mail: secretarial@camlinfs.com | Web: www.camlinfs.com

POSTAL BALLOT NOTICE

Dear Member(s)

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and other applicable provisions, if any and the Listing Agreement, the resolutions being forwarded herewith are proposed to be passed by the members by way of Postal Ballot or electronic voting (e-voting). Members who are not voting electronically, may use the attached business reply envelope to send the Postal Ballot Paper to record their assent or dissent to the said resolutions.

SPECIAL BUSINESS:

Item No. 1

i. Alteration of Main Objects Clause of Memorandum

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, approval of the members be and is hereby accorded to amend Main Objects Clause III(A)1 of the Memorandum of Association of the Company in the following manner:-

- i. Addition of words “natural extracts” between the words ‘antioxidants, active pharmaceutical ingredients’ as appearing in 3rd and 4th line from above.
- ii. Deletion of the words “for food and industrial applications” between the words ‘fragrances and organic’ as appearing in 4th and 5th line from above.
- iii. Addition of the word “inorganic” between the words ‘organic and chemicals’ as appearing in the 5th line from above.
- iv. Addition of the word “blends” between the words ‘preparations and formulations’ as appearing in the 6th line from above.
- v. Addition of the words “bio-technical, bio-chemical” between the words ‘bacteriological and biological’ as appearing in the 7th line from above.

vi. Deletion of the words “for killing insects and pests” appearing at the end of the present object clause.

vii. The Main Objects Clause III(A)1 as amended above be numbered as sub-clause (a) and remaining provisions of the said clause do remain unchanged.

The Clause III(A)1 incorporating the above amendments shall read as under:-

a) To research, develop, improve, process, manufacture, import, export and deal in all kinds of chemicals including fine chemicals and intermediates, bulk drugs and intermediates, food additives, food supplements, antioxidants, natural extracts, active pharmaceutical ingredients, flavours, aroma and fragrances, organic/inorganic chemicals, acids, alkalies, and other preparations, blends, formulations, compounds and ingredients, any other drugs, medicines, pharmaceuticals, herbal, bacteriological, bio-technical, bio-chemical and biological products and products used in agriculture including plant growth promoters, post harvest shelf life enhancers, manures (natural and artificial manures), insecticides, pesticides, herbicides, fungicides, weedicides and other substances.

Following new sub-clause (b) shall be inserted immediately after the amended sub-clause (a) of Clause III (A)1 of the Memorandum of Association as under:-

b) To acquire, develop, cultivate agricultural lands, crops, plants, herbs, fruits and other agricultural, horticultural and floricultural produce, set-up green houses, nurseries and laboratories for carrying out research and development. To extract, purify, distill and process, manufacture, import, export and deal in natural compounds and sources and all kinds of bio-technological and bio-chemical products.

RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Dattatraya R. Puranik, Executive Director & Chief Financial Officer and Mr. Rahul D. Sawale, Company Secretary of the Company be and are hereby severally authorised, to do all such acts, deeds, things and to take all such steps as may be necessary, proper or expedient and to sign and execute all necessary documents, applications and returns to give effect to this resolution.”

ii. **Alteration of Other Objects Clause of Memorandum**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members be and is hereby accorded to amend Other Objects under Clause III(C)41 of the Memorandum of Association of the Company in the following manner:

- i. Addition of the words "manufacturers, processors and designers" between the words 'business as' and 'importers' as appearing in the first line from above.
- ii. Addition of the words "furniture, fixtures, fittings including electrical fittings, lights, bulbs and their parts, filaments, builder hardware accessories, sanitary and decorative accessories made of different varieties of materials and all kinds of other" between the words 'agents for' and 'consumer' as appearing in the second line from above.
- iii. Deletion of the words "and for other purpose" as appearing in the second line from above.
- iv. Deletion of the words "of all kinds capable of being used in connection therewith" as appearing at the end of the existing clause.
- v. Remaining provisions of the object clause as amended above do remain unchanged.

The Clause III(C)41 incorporating the above amendments shall read as under:-

41. To carry on business as manufacturers, processors, designers, importers, exporters, merchants, dealers and commission agents for furniture, fixtures, fittings including electrical fittings, lights, bulbs and their parts, filaments, builder hardware accessories, sanitary and decorative accessories made of different varieties of materials and all kinds of other consumer, industrial and commodity products and materials.

RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Dattatraya R. Puranik, Executive Director & Chief Financial Officer and Mr. Rahul D. Sawale, Company Secretary of the Company be and are hereby severally authorised, to do all such acts, deeds, things and to take all such steps as may be necessary, proper or expedient and to sign and execute all necessary documents, applications and returns to give effect to this resolution."

Item No. 2: Issue of Securities upto ₹ 150 Crores

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and 71 and all other applicable provisions of the Companies Act, 2013, including any rules made thereunder, and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force ("**Companies Act, 2013**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI (ICDR) Regulations**"), and all other applicable rules, regulations, circulars and guidelines of the Securities and Exchange Board of India ("**SEBI**"), the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") and rules and regulations made thereunder, including but not limited to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 ("**FEMA Regulations**") and subject to any other applicable law, rules, regulations, guidelines, notifications and circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India ("**RBI**"), SEBI or any other competent authority whether in India or abroad, and the listing agreements entered into by the Company with Stock Exchanges where the equity shares of the Company ("**Equity Shares**") are listed ("**Stock Exchanges**"), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, Department of Industrial Policy and Promotion, Ministry of Commerce, the Foreign Investment Promotion Board, all other Ministries/Departments of the Government of India ("**Gol**") and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the "**Board**", which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, global depository receipts ("**GDRs**"), American depository receipts ("**ADRs**"), foreign currency convertible bonds ("**FCCBs**"), non-convertible debentures with or without warrants, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into

Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign/Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "**Investors**") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount upto ₹ 150 Crores (Rupees One Hundred and Fifty Crores) or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(c), all other applicable provisions and rules prescribed therein of the Act, the provisions of Chapter VIII of the "**SEBI (ICDR) Regulations**"; and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute discretion, issue, offer and allot "**Securities**" of an aggregate amount upto ₹ 150 Crores (Rupees One Hundred and Fifty Crores) or equivalent thereof in one or more foreign currency and/or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as

defined by the SEBI (ICDR) Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI (ICDR) Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 (twelve) months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI (ICDR) Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations or such other discounts as may be permitted under the applicable laws.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:-

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by SEBI, RBI, Gol through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/regulations/statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions:-

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b. in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the

holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and

- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on *pari-passu* basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be

involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari-passu* with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors/Company Secretary/other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares."

Item No. 3: Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 13,50,00,000/- (Rupees Thirteen Crores Fifty Lacs) divided into 13,50,00,000/- (Thirteen Crores Fifty Lacs) Equity Shares of ₹ 1/- (Rupee One) each to ₹ 15,00,00,000/- (Rupees Fifteen Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 1/- (Rupee One) each and that Clause V of the Memorandum of Association of the Company be and is hereby altered as under".

Substitution of the figure "13,50,00,000" and words "Thirteen Crores Fifty Lacs" by the figure "15,00,00,000" and words "Fifteen Crores" wherever appearing in the said clause.

Except above all present provisions of the said clause do remain unchanged.

RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Dattatraya R. Puranik, Executive Director & Chief Financial Officer and Mr. Rahul D. Sawale, Company Secretary of the Company be and are hereby severally authorised, to do all such acts, deeds, things and to take all such steps as may be necessary, proper or expedient and to sign and execute all necessary documents, applications and returns to give effect to this resolution."

Item No 4: Alteration of the Capital Clause in the Articles of Association of the Company

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 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), the Article 3 of the Articles of Association of the Company be altered and substituted by the following clause:

The Authorised Share Capital of the Company is ₹ 15,00,00,000 (Rupees Fifteen Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 1/- (Rupee One) each with power for the Company to increase or reduce its capital, and issue any part of the capital, original or increased with or without any preference, priority or special privilege or subject to any postponement of rights to any conditions or restrictions.

RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Dattatraya R. Puranik, Executive Director & Chief Financial Officer and Mr. Rahul D. Sawale, Company Secretary of the Company be and are hereby severally authorised, to do all such acts, deeds, things and to take all such steps as may be necessary, proper or expedient and to sign and execute all necessary documents, applications and returns to give effect to this resolution."

By order of the Board
For **Camlin Fine Sciences Limited**

Rahul D. Sawale
Company Secretary

Place: Mumbai
Date: 25th September, 2015

Notes:

1. The relative explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Board of Directors vide resolution passed on 25th September, 2015 has appointed Mr. J. H. Ranade of M/s. J. H. Ranade and Associates, Company Secretaries, as Scrutinizer to receive and scrutinize the completed ballot papers from the members. The Postal Ballot Paper and the self addressed business reply envelop are enclosed for use of the members.
3. You are requested to carefully read the instructions printed in the Postal Ballot Paper, fill up the Ballot Paper, give your assent or dissent on the resolution on the Ballot Paper and sign the same and return the Ballot Paper duly completed in the attached self-addressed, postage prepaid envelope so as to reach the scrutinizer before the close of working hours, on or before, Wednesday, 2nd December, 2015 at the Company's Corporate Office at Plot No. F/11 & F/12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (East), Mumbai-400 093.

4. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at Postal Ballot by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Postal Ballot of the Company *inter alia* indicating the process and manner of e-Voting process along with Ballot Paper can be downloaded from the link <https://www.evoting.nsdl.com> or (www.camlinfs.com).

The e-voting period commences on 3rd November, 2015 (9:00 a.m.) and ends on 2nd December, 2015 (6:00 p.m.). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 23rd October, 2015.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "CFSL Postal Ballot 2015 e-Voting.pdf" giving your Client ID (in case you are holding shares in Demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Camlin Fine Sciences Limited. Members can cast their vote online from 3rd November, 2015 (9:00 a.m.) till 2nd December, 2015 (6:00 p.m.).

Note: e-Voting shall not be allowed beyond said time.

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Once you have voted on the resolution through e-voting, you will not be allowed to modify your vote or vote through Postal Ballot.
11. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send

scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail cfsi.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the Toll Free No.: 1800-222-990.
5. The Scrutinizer shall after the conclusion of the voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and within 3 (three) days after the last date of receipt of postal ballots make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 6. The Chairman or person, authorised by him in writing shall declare the results of the Postal Ballot forthwith. The Results declared along with the Scrutinizers report shall be placed at the Company's website www.camlinfs.com and on the website of NSDL and the same will also be communicated to Stock Exchanges.

EXPLANATORY STATEMENT

Annexure to Notice

Explanatory Statement under Section 102 of the Companies Act, 2013.

Item No. 1

It is proposed to amend the main object clause for enabling Company to manufacture and deal in new products such as inorganic chemicals, natural extracts, blends, bio-technical and bio-chemical products, plantation and agriculture, natural compounds and sources and all kinds of bio-technological and bio-chemical products.

Under other objects the Company proposes to manufacture/deal in fixtures, fittings, builder hardware accessories, sanitary and decorative accessories made of materials including wood, plastic, glass and metal etc.

Since the new lines of products are expected to benefit the company both in terms increased turnover and profitability the Board recommends the resolutions for approval of the shareholders.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives are directly or indirectly concerned or interested in this Resolution.

Item No. 2

The Company requires adequate capital for expansion/diversification of business. While it is expected that the internal generation of funds would partially finance the need for such capital, debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian and/or international markets.

The fund raising may be through a mix of equity/equity-linked instruments, as may be deemed appropriate. Members' approval is sought for the issue of securities linked to or convertible into Equity Shares or depository receipts of the Company. The Listing Agreement executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. Members' approval is sought for issuing any such instrument as the Company may deem appropriate to parties other than the existing shareholders. Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional share capital/securities that may be issued would not be more than ₹ 150.00 Crores (Rupees One Hundred and Fifty Crores) including premium. The equity shares, if any, allotted on issue/conversion of Securities shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Company may also opt for issue of securities through Qualified Institutional Placement (QIP). A QIP of the shares of the Company may be less time consuming and more economical than other modes of raising capital.

Accordingly, the Company may issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore the proposal seeks to confer upon the Board/the committee of the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date." The Board/the committee of the Board may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to provisions of Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be:

- i. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- ii. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The Stock Exchange for the same purpose is the Bombay Stock Exchange Limited/National Stock Exchange of India Limited.

In case of QIP Issuance the special resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

The Board recommends the resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives are directly or indirectly concerned or interested in this Resolution.

Item No. 3 & 4

For enabling Company to issue additional share capital as elaborated under Item No. 2, of the notice it is proposed to increase Authorised Share from present ₹ 13.50 Crores to ₹ 15.00 Crores. As a consequence, amendments are also proposed to the relevant Clauses of the Memorandum and Articles of Association of the Company.

The Board recommends the resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives are directly or indirectly concerned or interested in this Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement under Item No. 1 to 4 is open for inspection by the members at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. up to 2nd December, 2015.

Your approval is sought for all the above items by voting through postal ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force.

By order of the Board
For **Camlin Fine Sciences Limited**

Rahul D. Sawale
Company Secretary

Place: Mumbai
Date: 25th September, 2015



CAMLIN FINE SCIENCES LIMITED

Regd. Office: WICEL, Plot No. F / 11 & 12, Opp. SEEPZ Main Gate, Central Road, Andheri (East), Mumbai-400 093.

CIN: L74100MH1993PLC075361

T: 0091-22-6700 1000 | F: 0091-22-28324404 | E-mail: secretarial@camlinfs.com | Web: www.camlinfs.com

BALLOT PAPER

Name of the first named Shareholder (In Block Letters)

Postal Address

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

(*applicable to investors holding shares in dematerialized form)

Number of Equity Shares held

I/we hereby exercise my/our vote(s)* in respect of the resolutions set out in the Postal Ballot Notice dated 25th September, 2015 of the Company in the following manner by recording assent or dissent to the said resolutions by placing tick mark (√) at the appropriate box below:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	(i) Alteration of Main Objects Clause of Memorandum			
	(ii) Alteration of Other Objects Clause of Memorandum			
2.	Issue of Securities upto ₹ 150 Crores			
3.	Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company			
4.	Alteration of the Capital Clause in the Articles of Association of the Company			

Place : Mumbai

Date :

(Signature of the Shareholder)

*Note: A shareholder need not use all his votes nor he need to cast all his votes in the same way. It may be noted that since all the shares in the issued and paid-up capital of the Company are fully paid and rank *pari-passu* in all respects, each share entitles the member for one vote.

ELECTRONIC VOTING PARTICULARS

EVEN (e-voting event number)	User ID	Password / Pin

INSTRUCTIONS

1. A shareholder desiring to exercise his/her vote by Postal Ballot may complete this postal ballot paper and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing postal ballots, if deposited in Person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Shareholders are requested to fill the Postal Ballot Paper in indelible ink and avoid filling it by using erasable writing medium like pencil.
4. This postal ballot should be completed and signed by the member (as per specimen signature registered with the Company). Unsigned postal ballot papers will be rejected. In case of joint holding, this postal ballot paper should be completed and signed (as per specimen signature registered with the company/Depository Participants) by the first named member and in his absence, by the next named member.
5. Where the postal ballot paper has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the postal ballot paper. Where the postal ballot paper has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot paper. A Member may sign the postal ballot paper through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot paper.
6. A shareholder need not use all his votes nor he need to cast all his votes in the same way. It may be noted that since all the shares in the issued and paid-up capital of the Company are fully paid and rank pari passu in all respects, each share entitles the member for one vote.
7. Duly completed postal ballot papers should reach the Scrutinizer not later than the close of working hours (6:00 pm) on 2nd December, 2015. Any postal ballot paper received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot paper, if so required. However, the duly filled in duplicate postal ballot paper should reach the Scrutinizer not later than the date specified at item 7 above.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholder on the cut-off date i.e. 23rd October, 2015.
10. Shareholders are requested not to send any other paper along with the postal ballot paper in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Member(s) are requested to fill in relevant particulars and tick the appropriate columns. The assent or dissent may be recorded by placing a tick mark in the appropriate column.
12. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
13. The results of voting on the resolutions will be placed at the Company's website www.camlinfs.com and on the website of NSDL and the same will also be communicated to Stock Exchanges.