

16 November, 2017

The National Stock Exchange of India Limited

Listing Department
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Scrip: CAMLINFINE | | Series: EQ

BSE Limited

Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip: 532834

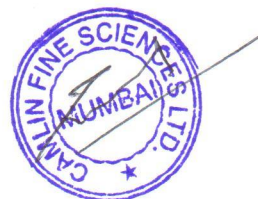
Sub: Meeting of the Security Issue and QIP Committee

Dear Sir/ Madam,

We wish to inform you that subsequent to the approval accorded by the board of directors of the Company, at its meeting held on May 19, 2017 and the special resolution passed by the shareholders of the Company on July 21, 2017 at the Annual General Meeting for the QIP, the Security Issue and QIP Committee of the Company today, i.e., 16 November, 2017 has, *inter-alia* passed the following resolutions:

- a. Raising of funds by way of issue of Equity Shares, through a qualified institutions placement of equity shares of face value ₹.1 each (the "**Equity Shares**") under the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), and Section 42 of the Companies Act, 2013 (including the rules made thereunder) (the "**QIP**");
- b. Authorising the opening of the QIP on 16 November, 2017.
- c. Approving the preliminary placement document dated 16 November, 2017 in connection with the QIP; and
- d. Approval of the floor price for the QIP being ₹88.26 per Equity Share based on the pricing formula as prescribed under Regulation 85(1) of the SEBI ICDR Regulations (the "**Floor Price**") and the QIP Committee may at its absolute discretion, offer a discount of not more than 5% on the Floor Price.

We also wish to inform you that a meeting of the Security Issue and QIP Committee is scheduled to be held on or after 21 November, 2017, *inter alia*, to consider and approve the issue price including a discount, if any thereto as permitted under the SEBI ICDR Regulations for the Equity Shares to be allotted to qualified institutional buyers pursuant to the QIP.



Registered Office:

Camlin Fine Sciences Ltd. F/11-12, WICEL, Opp. SEEPZ, Central Road, Andheri East, Mumbai 400 093, India.
CIN: L74100MH1993PLC075361 | ISO 22000 Certified Company



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+91 22 2832 4404



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www.camlinfs.com

We request you to take the above on record and the same be treated as compliance under the applicable regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours Faithfully,
For **Camlin Fine Sciences Limited**



Rahul Sawale
Group Company Secretary



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TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE QIP COMMITTEE OF THE COMPANY HELD WEDNESDAY, 16TH NOVEMBER, 2017 AT 9.30 P.M. AT PLOT NO. F/11 & F12, WICEL, OPP. SEEPZ MAIN GATE, CENTRAL ROAD, ANDHERI (E), MUMBAI 400 093
AUTHORIZING THE OPENING OF THE QUALIFIED INSTITUTIONS PLACEMENT AND
APPROVING THE PRELIMINARY PLACEMENT DOCUMENT

"RESOLVED THAT the proposed issue of equity shares of face value of Re. 1 each of the Company (the **"Equity Shares"**), through a Qualified Institutions Placement in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI Regulations"**), and Section 42 and Section 62 of the Companies Act, 2013, as amended, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the **"Issue"**), be and is hereby opened."

"RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e. 16TH November, 2017."

"RESOLVED FURTHER THAT the floor price of Rs. 88.26 for the issue of Equity Shares pursuant to the Issue, based on the provisions of the Regulation 85 of the SEBI Regulations or any other applicable provisions of the SEBI Regulations, be and is hereby taken on record"

"RESOLVED FURTHER THAT pursuant to Regulation 85 of the SEBI Regulations the Company may offer a discount of not more than 5% on the floor price so calculated for the Issue."

"RESOLVED FURTHER THAT the Issue be and is hereby opened today, i.e., 16th November, 2017 for receiving bids in connection with the Equity Shares offered in the Issue, and that the Committee shall decide the bid closing date in connection with the Issue, pursuant to Chapter VIII of the SEBI Regulations."

"RESOLVED FURTHER THAT draft of the Preliminary Placement Document, a copy of each of which was placed before the Committee duly initialled by the Chairman for the purpose of identification, be and are hereby approved for filing with the BSE Limited, the National Stock Exchange of India Limited (**"NSE"**), the Registrar of Companies, the Securities and Exchange Board of India (**"SEBI"**) and any other regulatory authority, as may be required."

"RESOLVED FURTHER THAT the Placement Agreement dated 16th November, 2017 between the Company and the Book Running Lead Managers and the Escrow Agreement dated 16th November, 2017 between the Company, the Book Running Lead Managers and the Escrow Agent, a copy of each of which was placed before the Committee duly initialled by the Chairman for the purpose of identification, be and are hereby approved."



"RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, be affixed in the presence of any one or more directors of the Company or any one or more of the officers of the Company, as may be authorized by the Board of Directors in this regard and in accordance with the Articles of the Association of the Company."

"RESOLVED FURTHER THAT a copy of the foregoing resolution and the Preliminary Placement Document be forwarded to, or filed with the concerned authorities, as may be required."

"RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Santosh L. Parab, Chief Financial Officer, Mr. Rahul D. Sawale, Group Company Secretary and Mr. Mangesh M. Pandit, Sr. Vice President – Finance and Accounts are hereby severally authorized to make any changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Santosh L. Parab, Chief Financial Officer, Mr. Rahul D. Sawale, Group Company Secretary and Mr. Mangesh M. Pandit, Sr. Vice President – Finance and Accounts are hereby severally authorized to sign the Preliminary Placement Document on behalf of the Company, and all other documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the Book Running Lead Managers engaged for the Issue and the Escrow Agreement with the Escrow Agent appointed for the purposes of the Issue."

"RESOLVED FURTHER THAT Mr. Santosh L. Parab, Chief Financial Officer and Mr. Mangesh M. Pandit, Sr. Vice President – Finance and Accounts be severally authorized to open one or more escrow accounts in the name and style of "CFS QIP - 2017" for the purposes of the Issue and do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings, as it may in their absolute discretion deem necessary or desirable in connection with, incidental thereto."

"RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Santosh L. Parab, Chief Financial Officer, Mr. Rahul D. Sawale, Group Company Secretary and Mr. Mangesh M. Pandit, Sr. Vice President – Finance and Accounts are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Santosh L. Parab, Chief Financial Officer, Mr. Rahul D. Sawale, Group Company Secretary and Mr. Mangesh M. Pandit, Sr. Vice President – Finance and Accounts be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required



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to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited, NSE, SEBI or any other governmental or regulatory authority in connection with the Issue."

"RESOLVED FURTHER THAT the Company Secretary is authorized to certify the true copy of the aforesaid resolution and Preliminary Placement Document and forward the same to the BSE Limited, the NSE and/or other concerned authorities for their record and necessary action."

**Certified True Copy
For Camlin Fine Sciences Limited**



Rahul Sawale
Group Company Secretary



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