

Date: July 20, 2018

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
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Sub: Notice to shareholders for the purpose of 25th Annual General Meeting.

The Company has issued the attached notice dated 24th May, 2018 (Notice) to the shareholders for the 25th Annual General Meeting (AGM). The AGM will be held on Monday, 13th August, 2018 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants Chambers Building, Indian Merchants Chambers Marg, Churchgate, Mumbai - 400 020 to transact the business set out in the Notice of the AGM which has been sent by the permitted mode under the provisions of the Companies Act, 2013 (the 'Act') and Rules framed there under to every concerned shareholder individually.

The Company is providing to its Members facility to exercise their right to vote through electronic voting services provided by Link Intime (India) Private Limited (LIPL) <https://instavote.linkintime.co.in> for all the businesses set out in the Notice of the AGM dated 24th May, 2018. The voting period commences from Friday, 10th August, 2018 (9:00 am IST) and ends on Sunday, 12th August, 2018 (5:00 pm IST). The remote e-voting shall not be allowed after 5:00 p.m. on 12th August, 2018.

The facility of voting by Ballot Paper shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting, shall be eligible to vote at the AGM.

The Notice of the AGM seeks the approval of the shareholders on the following businesses:


1. To consider and adopt, the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and the reports of Board of Directors and Auditors thereon. (Ordinary Resolution)



2. To appoint a Director in place of Mr. Nirmal V. Momaya (DIN: 01641934), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
3. To appoint a Director in place of Mr. Ajit S. Deshmukh (DIN: 00203706), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
4. Appointment of Ms. Anagha S. Dandekar (DIN: 07897205) as Non-Executive Director. (Ordinary Resolution)
5. Appointment of Mr. Arjun S. Dukane (DIN: 06820240) as Executive Director. (Ordinary Resolution)
6. Appointment of Mr. Ashish S. Dandekar (DIN: 01077379) as the Managing Director. (Special Resolution)
7. Re-classification of Mr. Vivek A. Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category. (Ordinary Resolution)
8. Re-classification of Ms. Abha A. Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category (Ordinary Resolution)
9. Re-classification of Ms. Leena Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category. (Ordinary Resolution)
10. To consider and approve ESOP Scheme titled "CFS EMPLOYEES' STOCK OPTION SCHEME, 2018. (Special Resolution)

We request you to take the above on record and treat this as compliance under the applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking You,
For Camlin Fine Sciences Limited


Rahul D. Sawale
Group Company Secretary
Encl.: a/a.



NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of Camlin Fine Sciences Limited, will be held on Monday 13th August, 2018 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants Chamber, 4th Floor, IMC Building, IMC Marg, Churchgate, Mumbai 400 020 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nirmal V. Momaya (DIN: 01641934), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ajit S. Deshmukh (DIN: 00203706), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Ms. Anagha S. Dandekar as Non-Executive Director:** To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Company do appoint Ms. Anagha S. Dandekar (DIN: 07897205) as a Non-Executive Director of the Company being liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company."

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs and to do all such acts, deeds and things as may be deemed and expedient and necessary to give effect to this resolution."

5. **Appointment of Mr. Arjun S. Dukane as Executive Director:** To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Arjun S. Dukane (DIN: 06820240) as Director in whole time employment of the Company designated as 'Executive Director - Technical' of the Company, for a period of 3 years with effect from 1st June, 2018 upto 31st May, 2021 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and also in the draft agreement to be entered between the Company and Mr. Arjun S. Dukane with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in the Companies Act, 2013, including any statutory modifications or re-enactments thereof for the time being in force, including any amendments thereto as may be agreed to between the Board and Mr. Arjun S. Dukane.

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs and to do all such acts, deeds and things as may be deemed and expedient and necessary to give effect to this resolution."

6. **Appointment of Mr. Ashish S. Dandekar as Managing Director:** To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactments thereof, for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded for the re-appointment of Mr. Ashish S. Dandekar (DIN: 01077379) as the Managing Director of the Company, for a period of 3 (three) years with effect from 1st August, 2018 upto 31st July, 2021 on the terms and conditions



including remuneration as set out in the explanatory statement annexed hereto and also in the draft agreement to be entered into between the Company and Mr. Ashish S. Dandekar, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/ or agreement, as may be agreed to between the Board and Mr. Ashish S. Dandekar.

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file necessary Forms with Ministry of Corporate Affairs and to do all such acts, deeds and things as may be deemed and expedient and necessary to give effect to this resolution."

7. Reclassification of Promoter and Promoter Group:
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 regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and all other applicable provisions of the companies Act 2013, if any, subject to necessary approval(s) and relaxations received from The BSE Ltd. (BSE), National Stock Exchange of India Limited (NSE) and Securities and Exchange Board of India (SEBI), as may be applicable, the consent of the members be and is hereby accorded for re-classification of Mr. Vivek A. Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category.

RESOLVED FURTHER THAT the outgoing promoter constituting promoter group i.e. Mr. Vivek A. Dandekar seeking re-classification does not holds individually any shares in the share capital of the Company and does not:

- Directly or indirectly, exercise control, over the affairs of the entity.
- Have any special right through formal or informal arrangements along with their promoter group entities and the persons acting in concert.
- Have any shareholding individually.

RESOLVED FURTHER THAT after such re-classification Mr. Vivek A. Dandekar shall cease to be the promoter and/or promoter group of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and are hereby severally authorised to make application to BSE, NSE and SEBI along-with all the required documents and to do all deeds, things and acts as may be necessary and expedient to give effect the resolution in this regard."

8. Reclassification of Promoter and Promoter Group:
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 regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and all other applicable provisions of the companies Act 2013, if any, subject to necessary approval(s) and relaxations received from The BSE Ltd. (BSE), National Stock Exchange of India Limited (NSE) and Securities and Exchange Board of India (SEBI), as may be applicable, the consent of the members be and is hereby accorded for re-classification of Ms. Abha A. Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category.

RESOLVED FURTHER THAT the outgoing promoter constituting promoter group i.e. Ms. Abha A. Dandekar seeking re-classification does not holds individually any shares in the share capital of the Company and does not:

- Directly or indirectly, exercise control, over the affairs of the entity.
- Have any special right through formal or informal arrangements along with their promoter group entities and the persons acting in concert.
- Have any shareholding individually.

RESOLVED FURTHER THAT after such re-classification Ms. Abha A. Dandekar shall cease to be the promoter and/or promoter group of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company



be and are hereby severally authorised to make application to BSE, NSE and SEBI along-with all the required documents and to do all deeds, things and acts as may be necessary and expedient to give effect the resolution in this regard."

9. **Reclassification of Promoter and Promoter Group:** 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 regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and all other applicable provisions of the companies Act 2013, if any, subject to necessary approval(s) and relaxations received from The BSE Ltd. (BSE), National Stock Exchange of India Limited (NSE) and Securities and Exchange Board of India (SEBI), as may be applicable, the consent of the members be and is hereby accorded for re-classification of Ms. Leena Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category.

RESOLVED FURTHER THAT the outgoing promoter constituting promoter group i.e. Ms. Leena Dandekar seeking re-classification does not holds individually any shares in the share capital of the Company and does not:

- Directly or indirectly, exercise control, over the affairs of the entity.
- Have any special right through formal or informal arrangements along with their promoter group entities and the persons acting in concert.
- Have any shareholding individually.

RESOLVED FURTHER THAT after such re-classification Ms. Leena Dandekar shall cease to be the promoter and/or promoter group of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and are hereby severally authorised to make application to BSE, NSE and SEBI along-with all the required documents and to do all deeds, things and acts as may be necessary and expedient to give effect the resolution in this regard."

10. **Employee Stock Option Scheme:** 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 62, and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (collectively the "SEBI Guidelines"), or any statutory modification(s) or re-enactment of the Act, the Articles of Association of the Company and subject to any other applicable approvals, consents, permissions and/or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, consents, permissions and/or sanctions, the approval and consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any 'Compensation Committee' or any other 'Committee' of the Board authorised for the purpose), to introduce and implement an ESOP Scheme titled "CFS EMPLOYEES' STOCK OPTION SCHEME, 2018" ("ESOP 2018" or the Scheme) and to grant, offer, issue and allot in one or more tranches at any time to or to the benefit of such employees of the Company as may be decided by the Board, an stock options under ESOP-2018 exercisable or convertible into equity shares (hereinafter referred to as 'the Options') of the Company not exceeding in the aggregate upto 15,00,000 (Fifteen Lacs) equity shares of ₹ 1/- each of the Company or such other adjusted numbers of shares for any bonus issue, consolidation, sub-division or other re-organisation of the capital structure of the Company as may be applicable from time to time (Equity Shares"), on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI Guidelines or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT the exercise price shall be at the maximum 20% (Twenty Percent) discount of the market price of the Equity Shares on the stock exchange(s) on the date of grant of Options **AND THAT** ₹ 1/- per share shall be towards nominal value of the Equity Shares and the difference between the grant price and nominal value of Equity Shares shall be towards share premium.



RESOLVED FURTHER THAT the Company shall be entitled to recover from the employees any tax that may be levied upon or in relation to the Options (including but not limited to the Fringe Benefit Tax).

RESOLVED FURTHER THAT in case of any change in the capital structure as a result of right issue, bonus issue, merger and sale of division and others, if any, additional Equity Shares are required to be issued by the Company under ESOP 2018, the above ceiling of 15,00,000 (Fifteen Lacs) Equity Shares shall be deemed to be appropriately increased to the extent of such additional Equity Shares required to be issued by the Company.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the price of acquisition payable by the option grantees under ESOP 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 1/- each per share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the allottees.

RESOLVED FURTHER THAT in case of any corporate action(s) like merger, sale of undertaking etc. or change in capital structure whether by issue of right/bonus shares, or other changes in the share capital whatsoever, the Board be and is hereby authorised to make such adjustments as it may deem fit to the quantum of Equity Shares to be issued pursuant to the exercise of the Options, the exercise price and other rights and obligations under the Options.

RESOLVED FURTHER THAT the Equity Shares issued and allotted to the employees upon exercise of Options from time to time shall rank pari passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in ESOP 2018 as it may deem fit and or as may be suggested by one or more concerned authorities including but not limited to the stock exchange(s), from time to time, in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Guidelines and

other applicable laws, regulations and rules for the time being in force.

RESOLVED FURTHER THAT to determine all other terms and conditions for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Options or instruments representing the same, as described above under ESOP 2018, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power to settle all questions, difficulties or doubts that may arise in this regard to such issue or allotment without being required to seek further consent or approval of the members."

By Order of the Board
Rahul Sawale
Group Company Secretary

Place : Mumbai
Dated : 24th May, 2018

Note:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, body corporates, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 07th August,



2018 to 13th August, 2018 (both days inclusive) for annual closing.

4. 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 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 advised 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.
5. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, has been as per Section 124 of the Companies Act, 2013, transferred to the Investor Education and Protection Fund (IEPF). Members are requested to claim the said unpaid dividend by making an application with IEPF Authority in Form IEPF-5 available on www.iepf.gov.in.
6. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice and is given in the Corporate Governance Report. The directors have furnished the requisite declarations for their appointment/re-appointment.
7. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode. With a view to using natural resources responsibly, members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
8. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose

email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for financial year ending 31st March, 2018 will also be available on the Company's website www.camlinfs.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
11. 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 at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
12. 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.
13. Members who are holding shares in physical form are requested to get their shares dematerialised with any Depository Participants in their own interest.
14. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules,



2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015 (the "Rules") the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime (India) Pvt. Ltd. (LIPL).

The facility for voting through polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for e-voting are as under:

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under

'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".



Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or contact Mr. Rajiv Ranjan, AVP-E-Voting, Link Intime (India) Pvt. Ltd., C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083 or write an email to insta.vote@linkintime.co.in or Call :- Tel : 022 - 49186000.

15. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 07th August, 2018. Members can cast their vote online from 10th August, 2018 (9:00 am IST) till 12th August, 2018 (5:00 pm IST).

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



16. Mr. J. H. Ranade, Partner failing which Mr. Sohan J. Ranade, Partner failing Which Ms. Tejaswi Zope, Partner of M/s. JHR and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 18. The Results declared along with the Scrutinizers report shall be placed at the Company's website www.camlinfs.com and on the website of LIPL immediately after the results are declared by the Chairman and simultaneously communicated to the BSE and NSE.
 19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- Important Note:**
- Member / proxy needs to furnish the printed attendance slip/proxy form along with valid identity proof such as PAN card, passport, AADHAR card or driving license to enter into AGM hall. As Company is required to provide e-voting facility to its Members in terms of Section 108 of the Act read with Rule 20 of the Rules voting by show of hands will not be available to the Members at the 25th Annual General Meeting in view of further provisions of Section 107 read with Section 114 of the Act.**
- By Order of the Board
Rahul Sawale
Group Company Secretary

Place : Mumbai
Dated : 24th May, 2018



ANNEXURE FORMING PART OF THE NOTICE

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

SPECIAL BUSINESS

Item No. 4

Ms. Anagha S. Dandekar, is MBA in Finance from the University of South Carolina, USA. She is President and co-founder of Hardware Renaissance, a manufacturer of high end, hand crafted door hardware and accessories.

In terms of Section 152, 160 and other applicable provisions of the Companies Act 2013, Ms. Anagha S. Dandekar being eligible and offering herself for appointment, is proposed to be appointed as a Non-Executive Director liable to retire by rotation.

Copy of the Consent letter received from Ms. Anagha S. Dandekar will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. A notice has been received from a member proposing Ms. Anagha S. Dandekar as a candidate for the office of Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Anagha S. Dandekar as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Anagha S. Dandekar as a Non-Executive Director liable to retire by rotation, for the approval by the members of the Company.

Except Ms. Anagha S. Dandekar, being an appointee and Mr. Ashish S. Dandekar being brother of the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Item No. 5

Mr. Arjun Sudhakar Dukane aged 51 years, is a Chemical Engineer (Diploma). He has an overall experience of 31 years in the Chemical Industry out of which he has been associated with the Company for about last 12 years. He is presently working with the Company as Global Senior Vice President - Manufacturing, Technical & Projects. Considering his excellent performance, it is proposed to appoint of Mr. Dukane as an Executive Director being designated as "Executive Director - Technical" for a period of 3 years w.e.f 1st June, 2018 and the proposed terms of appointment including remuneration structure as approved by the remuneration committee is given below:

Basic Salary:

₹ 1,35,000/- per month as a basic salary which shall be subject to annual increment, if any, given as per the policies of the Company.

Perquisites and Other Allowances:

Subject to annual increment, if any, upto ₹ 20,57,728/- per annum as perquisites and other allowances such as house rent allowance or rent free accommodation, gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession, club fees, provision of car with driver, telephone/mobile/ communication facilities, personal accident insurance cover and such other perquisites and allowances. Perquisites and allowances shall be evaluated as per the Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. Within the ceiling actual composition and quantum of perquisites and allowances shall be determined by the Board of Directors in consultation with the appointee.

Annual increase not to exceed 20% of the salary and perquisites.

Commission:

The Executive Director may also be paid remuneration by way of commission (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Sections 197 of the Companies Act, 2013. However, in case of absence or inadequacy of Net Profits in any financial year, the remuneration payable to Mr. Dukane shall be restricted to Part II Section II of Schedule V of the Companies Act, 2013.

Term of Office:

For a period of three years from 1st June, 2018 to 31st May, 2021.

General:

- Appointee shall not be paid any sitting fee for attending meeting of the Board or Committee(s) thereof.
- Subject to the superintendence, control and direction of the Managing Director, he shall exercise powers as may be delegated to him by the Board of Directors from time to time.



- iii. The appointment is terminable by either party giving the other three (3) months' notice in writing.

Memorandum of Concern or Interest:

Apart from Mr. Arjun S. Dukane, none of the Directors and the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the above appointment.

Copy of the Consent letter received from Mr. Arjun S. Dukane will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. A notice has been received from a member proposing Mr. Arjun S. Dukane as a candidate for the office of Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arjun S. Dukane as Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Arjun S. Dukane as Executive Director liable to retire by rotation, for the approval by the members of the Company.

Item No. 6

At the 22nd Annual General Meeting held on 5th August, 2015, the members of the Company had approved the re-appointment and terms of remuneration of Mr. Ashish S. Dandekar as Managing Director of the Company for a period of three years w.e.f. 1st August, 2015 to 31st July, 2018. Mr. Ashish S. Dandekar is responsible for the day-to-day operations of the Company under the overall superintendence, direction and control of the Board.

It is proposed to reappoint Mr. Ashish S. Dandekar as the Managing Director with no change in the remuneration package for a period of 3 years w.e.f. 1st August, 2018. The proposed remuneration structure for re-appointment of Mr. Ashish S. Dandekar is given below:

a) SALARY

Salary of ₹ 9,37,200/- (Rupees nine lacs thirty-seven thousand two hundred only) per month. Annual increment not exceeding 20% of the Salary.

b) COMMISSION/INCENTIVES:

Remuneration by way of Commission will be payable to Mr. Ashish S. Dandekar in addition to the salary, perquisites and allowances calculated with reference to the net profit of the Company for particular financial year, subject to overall ceilings laid down under the provisions of Section 197 and Rules framed thereunder

of the Companies Act, 2013 as may be amended from time to time and upon the approval of the Nomination and Remuneration Committee / Board of Directors or if required, by Shareholders and/or Central Government approval.

c) PERQUISITES AND ALLOWANCES:

In addition to salary and commission, the Managing Director shall also be entitled to perquisites and other allowances such as house rent allowance or rent free accommodation, gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession, leave encashment, club fees, provision of car with driver, telephone/fax facilities and assignment value of Keyman Insurance Policy(ies), Personal Accident Insurance and such other perquisites and allowances as may be given in accordance with the rules of the Company, subject to remuneration paid including perquisites not to exceed overall ceilings laid down under the provisions of Section 197 and Rules framed thereunder of the Companies Act, 2013, as may be amended from time to time.

Perquisites and allowances shall be evaluated as per Income tax Rules, wherever applicable. In the absence of any such rules, they shall be evaluated at actual cost.

d) PROVIDENT FUND, SUPERANNUATION AND GRATUITY FUND:

Company's contribution to the Provident Fund, Family Pension Scheme and Superannuation Fund as per the rules of the Company.

Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites.

e) MINIMUM REMUNERATION:

In the event of inadequacy or absence of profits in any Financial Year of the Company during the term of the Managing Director, remuneration, benefits and perquisites payable to him shall be considered as minimum remuneration payable and the Company shall obtain necessary approvals from Central Government, if required as per the applicable provisions, if any, of the Companies Act, 2013.

The Board shall have the power to effect any variations, alterations or modifications in future in respect of the aforesaid terms of appointment and remuneration of Mr. Ashish S. Dandekar within the limits specified in schedule V to the Companies Act, 2013 or any statutory



modifications, substitutions or re-enactment's thereof, as may be agreed to by the Board and Mr. Ashish S. Dandekar.

f) LOSS OF OFFICE

Subject expressly to the provisions of Section 202 of the Companies Act, 2013, the Company shall pay to the Director compensation for loss of office or consideration for retirement from office or in connection with such loss or retirement. The amount of such compensation shall be strictly in accordance with the provisions of Section 202 of the Companies Act, 2013.

General

Managing Director shall devote the whole of his time and attention to the business and affairs of the Company during the normal business hours of the Company and shall use his best endeavours to promote its interest and welfare. He shall conduct the day-to-day management of the Company subject to the supervision, direction and control of the Board.

Mr. Ashish S. Dandekar shall be eligible for Leave, its accumulation/encashment as per the HR policy of the Company. He shall also be covered under group medi-claim policy of the Company and other benefits to employee's as per the HR policy of the Company.

Mr. Ashish S. Dandekar shall not be entitled for sitting fees for attending Board/ Committee Meetings. Mr. Ashish S. Dandekar shall not be liable to retire by rotation as a Managing Director, subject to provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company.

The appointment is terminable by either party giving the other three (3) months' notice in writing.

Term of Office:

For a period of three years from 1st August, 2018 to 31st July, 2021.

Other Terms and Conditions:

Mr. Ashish S. Dandekar shall not, during the continuance of his employment or at any time thereafter divulge or disclose

(d) Other Disclosures:

Name	Category	No. of shares held in the Company	No. of Board Meetings attended	No. of Directorships held in other Companies	No. of Committee positions held in other Companies	
					Chairman of Committee	Member of Committee
Mr. Ashish S. Dandekar	Managing Director	1,38,04,550	8	8	Nil	Nil

to any person whomsoever or make any use whatsoever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company and Mr. Ashish S. Dandekar during the continuance of his employment there under, shall also use his best endeavors to prevent any other person from doing so.

The employment of Mr. Ashish S. Dandekar shall forthwith determine if he shall become insolvent or makes any composition or arrangement with his creditors or shall cease to be a Director of the Company.

Additional information relevant to the appointment of the Managing Director forming part to the explanatory statement:

(I) Information about Managing Director:

(a) Background Detail:

Mr. Ashish S. Dandekar aged 54 years has done his B. A. in Economics and Management Studies from Temple University, USA. He has wide experience of 30 years in the field of Pharmaceuticals and Fine Chemical Products including Business Planning, Information Systems, Research & Development, Product Development and Marketing.

(b) Past Remuneration (2017-18)*

Name of the Managing Director	(₹ In Lacs)
Mr. Ashish S. Dandekar	185.47

* Inclusive of contribution to Provident Fund, Superannuation and Gratuity.

(c) Pecuniary relationship directly or indirectly with Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed and the related party transactions as disclosed in the Annual Report, the Managing Director does not have any other pecuniary relationship with the Company and its managerial personnel.



(e) Memorandum of Concern or Interest:

None of the Directors of the Company other than Ms. Anagha S. Dandekar who is sister of Mr. Ashish S. Dandekar and appointee and the Key Managerial Personnel or their relatives are in any way concerned or interested in the above appointment.

The Draft Agreement between the Company and the Managing Director setting out the terms and conditions of his appointment along with the consent letter of Mr. Ashish S. Dandekar is available for inspection of the members of the Company at its Registered Office between 10.00 a.m. and 05.00 p.m. on any working day of the Company.

The Board of Directors recommend the Special Resolution for your approval.

Item No. 7, 8 and 9

Mr. Vivek A. Dandekar, Ms. Abha A. Dandekar and Ms. Leena Dandekar has requested the Company to reclassify themselves from promoter to non-promoter category and thus removal from promoters group of the Company, pursuant to the provisions of the Regulation 31A of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015. Under these regulations, the person being not desirous to be classified as the promoter of the Company, must submit a request to the Company stating the same, which is to be accepted by the Company subject to the approval of the shareholders and concerned stock exchanges, where the shares of the Company are listed and continue to be listed. Further the SEBI may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter(s) or its persons acting in concert.

In reference to above and taking into consideration the requests of Mr. Vivek A. Dandekar, Ms. Abha A. Dandekar and Ms. Leena Dandekar, the Board of Directors decided and accepted their requests to re-classify them as non-promoters or removal from promoters group of the Company, as they do not have any special rights or control over the business of the Company.

The shareholding of the promoter and promoter group in the Company as on the date of this Notice is 22.34%. Each of Mr. Vivek A. Dandekar, Ms. Abha A. Dandekar and Ms. Leena Dandekar, individually does not holds any shares directly in the present share capital of the Company (i.e. the date of this Notice).

Further, in terms of the provisions of Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirement)

Regulations 2015, re-classification of promoters requires the approval of the Members of the Company, therefore, the Board of Directors recommends the resolution as set-out in the item No. 7, 8 and 9 of the Notice for the approval of the members.

None of the Directors, Key Managerial personnel and/or their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Item No. 10

Employees play an important and vital role in the growth and success of any organisation. The Board of Directors of the Company has identified the need to reward the employees based on their performance so as to enable them to participate in the growth of the Company.

The Board of Directors therefore, have proposed to offer the employees of the Company, an option to acquire the Equity Shares of the Company under CFS Employees Stock Option Scheme 2018 which is more favorable to the employees and easy to administer so as to motivate, retain and reward eligible Employees for their individual performance and efforts to improve the overall business and financial performance of the Company.

The approval of the members is being sought for granting stock options to the employees of the Company and / or its subsidiaries under the Scheme titled "CFS EMPLOYEES' STOCK OPTION SCHEME, 2018" (ESOP 2018 or the Scheme).

The purpose of ESOP 2018 is to reward and motivate employees and to attract and retain the best talent by providing them an additional incentive in the form of Stock Options to acquire a certain number of Equity Shares of the Company at a future date, at a price prior to the date of granting the Stock Options. The ESOP 2018 is aimed at further motivating the Employees and thereby increasing the profitability of the Company.

Options for up to 15,00,000 (Fifteen Lacs) Equity Shares of ₹1/- each at the exercise price which shall be at the maximum 20% (Twenty Percent) discount of the market price of the Equity Shares on the stock exchange(s) on the date of grant of Options. ₹ 1/- per share shall be towards nominal value of the Equity Shares and the difference between the grant price and nominal value of Equity Shares shall be towards share premium. Each Option when exercised would be converted into one Equity Share of ₹ 1/- each fully paid up.



There is no lock-in period. Once the option is exercised and the Equity Shares are allotted, the employees can sell the same in the market as per their choice. SEBI guidelines require that in case of any corporate action(s) or change in capital structure such as right issue, bonus issue, sub-division/consolidation of the nominal value of shares, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued for making such fair and reasonable adjustment, the ceiling of 15,00,000 (Fifteen Lacs) Equity Shares of ₹ 1/- each shall be deemed to be increased to the extent of such additional Equity Shares issued/to be issued. Further the Board and/ or Compensation Committee shall in such cases also have the power to make appropriate adjustments to the number of shares to be allotted pursuant to the exercise of the Options, the exercise price and other rights and obligation under the Options granted.

The Company has already constituted a Compensation Committee to administer the Scheme of the Company. The following are the salient features of the Scheme and which has been approved by the Board at its meeting held on 24th May, 2018.

1. Total number of Options to be granted:

Options for up to 15,00,000 (Fifteen Lacs) Equity Shares of ₹ 1/- each at the exercise price which shall be at the maximum 20% (Twenty Percent) discount of the market price of the Equity Shares on the stock exchange(s) on the date of grant of Options. ₹ 1/- per share shall be towards nominal value of the Equity Shares and the difference between the grant price and nominal value of Equity Shares shall be towards share premium. Each Option when exercised would be converted into one Equity Share of ₹ 1/- each fully paid up.

2. Identification of classes of employees entitled to participate in the Scheme:

All permanent employees of the Company, but excluding the promoters of the Company or persons belonging to the promoter group, independent directors and directors who directly or indirectly holds more than 10% of the outstanding equity shares, as may be decided by the Compensation Committee from time to time, would be entitled to be granted stock options under the ESOP 2018. The Compensation Committee shall be entitled to make the Vesting of any or all of the Options granted to eligible employee(s) conditional

upon fulfillment of such performance criteria whether of the Employee and/or any team or group of which he is a part and/or of the Company, as may be determined by the Compensation Committee or determine a Vesting schedule other than that specified hereinabove for any employee or class of employees

3. Transferability of employee Stock Options:

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death or permanent disability of an option holder while in employment, the right to exercise all the Options granted to him till such date shall be transferred to his/her legal heirs or nominees.

4. Requirements of vesting and period of vesting, maximum period under which options can be vested:

The Options granted shall Vest so long as the employee continues to be in the employment of the Company. Options granted under the Scheme shall Vest not earlier than one year but not later a maximum of five years from the date of grant of such Options. In the case of employee(s) who has completed probation period of employment as on date of the grant of Options then the Options shall Vest to them on such terms and conditions as may be approved by the Compensation Committee. The Compensation Committee may decide in its absolute discretion the basis on which option granted shall vest in the Grantee.

5. Taxation:

The Company shall be entitled to recover from the employee any tax that may be levied upon or in relation to the Options (including but not limited to the Fringe Benefit Tax).

6. Exercise Period and the process of Exercise:

The exercise period would commence from the date of vesting and will expire on completion of a period of upto 2 (two) years from the date of vesting of the options. The Options shall become exercisable in part or in full within the overall exercise period permitted under the Scheme. The Options will be exercisable by the employees by a written application to the Company to exercise the Options accompanied by payment of an amount equivalent to the exercise price in respect of such Options, in such manner and on execution of such



documents, as may be prescribed by the Compensation Committee from time to time. The Options will lapse if not exercised within the specified exercise period and these Options will be added to the stock inventory and available for grant by the Compensation Committee to any employee(s) as it may deem fit in its absolute discretion.

7. Appraisal process for determining the eligibility of the employees to ESOP:

The appraisal process for determining the eligibility of the employee will be specified by the Compensation Committee Which shall be conditional upon fulfillment of such performance criteria whether of the employee and/or any team or group of which he/she is a part and/or of the Company, as may be determined by the Compensation Committee.

8. Maximum number of options to be issued per employee and in aggregate:

The aggregate number of Options that may be granted under the Scheme shall not exceed 15,00,000 (Fifteen Lacs) Equity Shares of ₹ 1/- each. Further, the maximum number of Options that may be granted per eligible employee of the Company under the ESOP 2018, shall be less than 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

9. Whether the scheme is to be implemented and administered directly by the company or through a trust:

The Board of Directors have proposed to offer the employees of the Company, an option to acquire the equity shares of the Company under the Scheme which shall be implemented and administered directly by the Company.

10. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

The Equity Shares of the Company under the Scheme which shall be the new issue of shares by the Company.

11. The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable.

12. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

Not Applicable.

13. Accounting Policies:

The Company shall comply with the disclosure and the accounting policies as specified in SEBI Guidelines.

14. Method of Valuation of the Options:

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Options granted.

15. Interpretation:

In the event of any ambiguity with regard to the implementation of any provision of the Scheme, interpretations given by the Compensation Committee as per the powers vested in them shall be final and binding on all the eligible employees.

The draft of the Scheme setting out the terms and conditions, is available for inspection of the members of the Company at its Registered Office between 10.00 a.m. to 5.00 p.m. on any working day of the Company upto the date of the 25th Annual General Meeting of the Company. Pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, approval of members is required by way of Special Resolution. Hence, this resolution is placed before you for approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolution except to the extent of their respective shareholding, if any, in the Company.

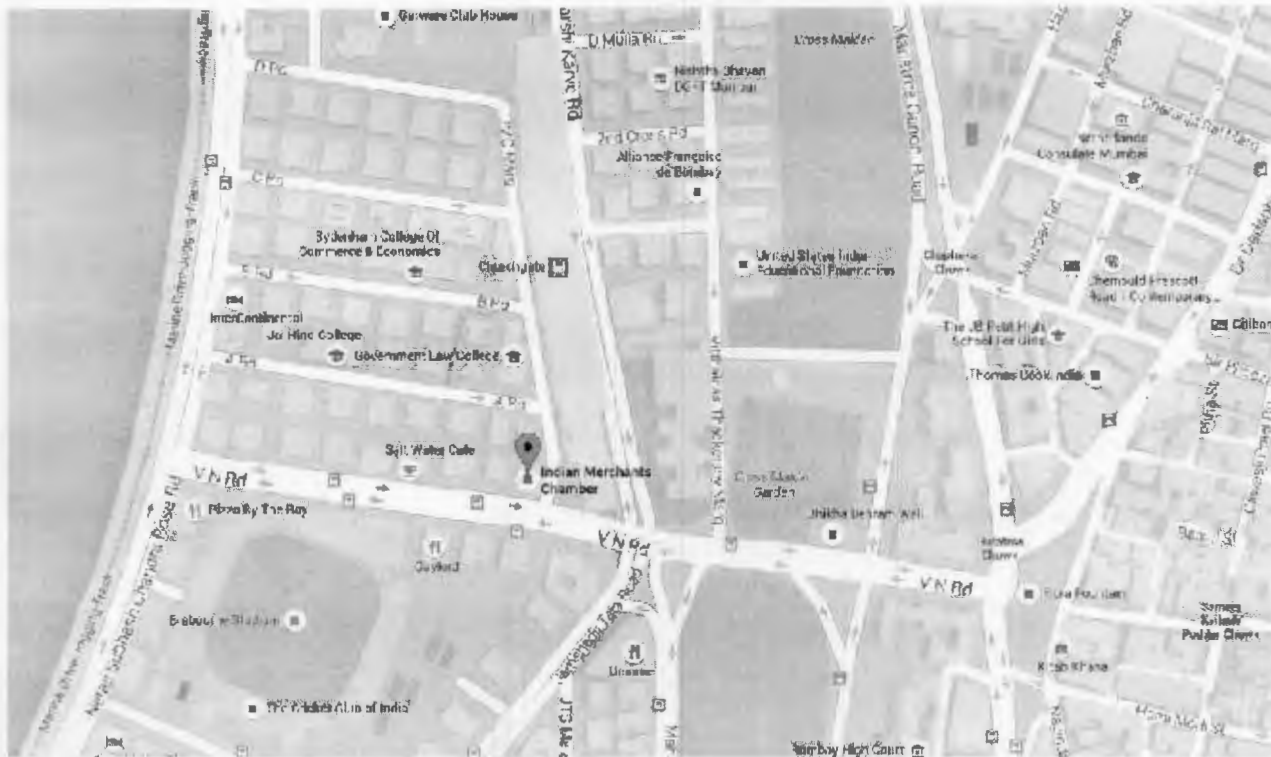
The Board recommends the Special Resolution for your approval.

By Order of the Board
Rahul Sawale
Group Company Secretary

Place : Mumbai
Dated : 24th May, 2018



BRINGING SCIENCE TO EVERYDAY LIFE



Camlin Fine Sciences Limited

F/11 - 12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (East), Mumbai - 400 093.
Tel.: 022 - 6700 1000; **Fax:** 022 - 2832 4404; **Email:** secretarial@camlinfs.com; **CIN:** L74100MH1993PLC075361

**ATTENDANCE SLIP**

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

I hereby record my presence at the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company (AGM) on Monday the 13th August, 2018 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants Chamber, Churchgate, Mumbai 400 020.

Name of attending Member/Proxy

Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

Note: No Duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Annual Report to the Meeting.

----- TEAR HERE -----

Camlin Fine Sciences Limited

F/11 - 12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (East), Mumbai - 400 093.
Tel.: 022 - 6700 1000; **Fax:** 022 - 2832 4404; **Email:** secretarial@camlinfs.com; **CIN:** L74100MH1993PLC075361

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name and Address of the Member(s):

Name of Jointholders, if any:

Folio No./DP ID - Client Id:

No. of Shares held:

E-mail ID:

I/We, being the member(s) of **CAMLIN FINE SCIENCES LIMITED** hereby appoint:

1.	Name:		Signature:	
	Address:			
	E-mail id:			
or failing him				
2.	Name:		Signature:	
	Address:			
	E-mail id:			
or failing him				
3.	Name:		Signature:	
	Address:			
	E-mail id:			

E-VOTING PARTICULARS (Refer Point 14 of Notice of AGM for detailed instructions)

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

P.T.O.



----- TEAR HERE -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company on Monday the 13th August, 2018 at 3.30 p.m. at Walchand Hirachand Hall, Indian Merchants Chamber Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of following resolutions:

No.	Item No.	No of shares held by me	I assent to the resolution	I dissent to the resolution
1	To consider and adopt, the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and the reports of Board of Directors and Auditors thereon. (Ordinary Resolution)			
2	To appoint a Director in place of Mr. Nirmal V. Momaya (DIN: 01641934), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)			
3	To appoint a Director in place of Mr. Ajit S. Deshmukh (DIN: 00203706), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)			
4	Appointment of Ms. Anagha S. Dandekar (DIN: 07897205) as Non-Executive Director. (Ordinary Resolution)			
5	Appointment of Mr. Arjun S. Dukane (DIN: 06820240) as Executive Director. (Ordinary Resolution)			
6	Appointment of Mr. Ashish S. Dandekar (DIN: 01077379) as the Managing Director. (Special Resolution)			
7	Re-classification of Mr. Vivek A. Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category. (Ordinary Resolution)			
8	Re-classification of Ms. Abha A. Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category (Ordinary Resolution)			
9	Re-classification of Ms. Leena Dandekar, promoter and/or person constituting promoters group of the Company, from Promoter Category to Non-Promoter Category. (Ordinary Resolution)			
10	To consider and approve ESOP Scheme titled "CFS EMPLOYEES' STOCK OPTION SCHEME, 2018. (Special Resolution)			

Signed this _____ day of _____ 2018.

Place: Mumbai

Date:

(Signature of the Shareholder)

Affix
Revenue
Stamp

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. 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.

