

Date: 21<sup>st</sup> February, 2019

To, <b>BSE Limited,</b> 25, P. J. Towers, Dalal Street, Mumbai – 400 001 <b>Ref:</b> Company Scrip Code: 532834	To, The Manager, Listing Department, <b>National Stock Exchange of India Ltd.,</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 <b>Ref:</b> Symbol: CAMLINFINE    Series: EQ
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**Sub: Notice to shareholders for the purpose of Postal Ballot.**

The Company has issued the attached postal ballot notice dated 08<sup>th</sup> February, 2019 (the "Notice") for seeking consent / approval of the shareholders on the following proposals to be transacted through postal ballot, which include voting by electronic means:

1. Re-appointment of Mr. Pramod M. Sapre (DIN: 01972457) as an Independent Non-Executive Director to hold office from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.
2. Re-appointment of Mr. Sharad M. Kulkarni (DIN: 00003640) as an Independent Non-Executive Director to hold office from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.
3. Approval for Material Related Party Transaction for the Financial Year 2018-19.

The Company is providing to its shareholders the facility to exercise their right to vote through electronic voting services (<https://instavote.linkintime.co.in>), provided by Link Intime India Private Limited, for all the businesses set out in the Notice. The voting period commences from 09.00 a.m. (IST) onwards on Friday, 22<sup>nd</sup> February, 2019 till Saturday, 23<sup>rd</sup> March, 2019 upto 05.00 p.m. (IST). The voting shall not be allowed after 5:00 p.m. on 23<sup>rd</sup> March, 2019.

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,

Encl.: a/a.

For **Camlin Fine Sciences Limited**



**(Rahul Sawale)**

**Group Company Secretary**





## CAMLIN FINE SCIENCES LIMITED

**Regd. Office:** F/11 - 12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (East), Mumbai - 400 093.

**E-mail:** secretarial@camlinfs.com • **Website:** www.camlinfs.com • **Tel:** 022-6700 1000 • **Fax:** 022-2832 4404

### NOTICE OF POSTAL BALLOT

*[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Members of Camlin Fine Sciences Limited.

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time including any statutory modification or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to other applicable laws and regulations, if any, Camlin Fine Sciences Limited (the 'Company') is seeking consent / approval of the members for the following proposals to be transacted through postal ballot, which include voting by electronic means (e-voting):

1. Re-appointment of Mr. Pramod M. Sapre (DIN: 01972457) as an Independent Non-Executive Director to hold office from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.
2. Re-appointment of Mr. Sharad M. Kulkarni (DIN: 00003640) as an Independent Non-Executive Director to hold office from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.
3. Approval for Material Related Party Transaction for the Financial Year 2018-19.

The proposed resolutions alongwith the explanatory statement setting out material facts and reasons thereof are appended along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. J. H. Ranade, Partner failing him Mr. Sohan J. Ranade, Partner failing him Ms. Tejaswi Zope Partner of M/s. JHR & Associates as the Scrutinizer for conducting the postal ballot / e-voting process (electronically or otherwise) in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P. M. (IST) on 23<sup>rd</sup> March, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with Regulation 44 of Listing Regulations and pursuant to Section 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide e-voting facility to the Members of the Company through their insta vote platform. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form through post. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through the Postal Ballot Form shall be treated as invalid and e-voting shall only be considered by the Scrutinizer.

The e-voting facility is available at the link: <https://instavote.linkintime.co.in> from 9.00 a.m. (IST) onwards on Friday, 22<sup>nd</sup> February, 2019 till Saturday, 23<sup>rd</sup> March, 2019 upto 5.00 p.m. (IST). Members desiring to opt for e-voting as per facility arranged by the Company are requested to read the instructions given in this notice for the purpose and the manner in which e-voting has to be carried out.

Upon completion of the scrutiny of the postal ballot forms/ e-voting, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The results will be declared at the registered office of the Company on or before Monday, 25<sup>th</sup> March, 2019 and simultaneously communicated to the stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at [www.camlinfs.com](http://www.camlinfs.com).

## **SPECIAL BUSINESS:**

### **Item No. 1:**

To consider and if thought fit, to give assent or dissent to the following resolution, as a **Special Resolution:**

#### **RE-APPOINTMENT OF MR. PRAMOD M. SAPRE (DIN: 01972457) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR TO HOLD OFFICE FROM 1<sup>ST</sup> APRIL, 2019 UPTO 30<sup>TH</sup> SEPTEMBER, 2020:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Pramod M. Sapre (DIN: 01972457), Independent Non-Executive Director of the Company whose current term of office expires on 31<sup>st</sup> March, 2019 being eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for a term of 18 (eighteen) months with effect from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.

**RESOLVED FURTHER THAT** anyone of the Directors or Mr. Santosh Parab, Chief Financial Officer or Mr. Rahul Sawale, Group Company Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

### **Item No. 2:**

To consider and if thought fit, to give assent or dissent to the following resolution, as a **Special Resolution:**

#### **RE-APPOINTMENT OF MR. SHARAD M. KULKARNI (DIN: 00003640) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR TO HOLD OFFICE FROM 1<sup>ST</sup> APRIL, 2019 UPTO 30<sup>TH</sup> SEPTEMBER, 2020:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Sharad M. Kulkarni (DIN: 00003640), Independent Non-Executive Director of the Company whose current term of office expires on 31<sup>st</sup> March, 2019 being eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for a term of 18 (eighteen) months with effect from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.

**RESOLVED FURTHER THAT** anyone of the Directors or Mr. Santosh Parab, Chief Financial Officer or Mr. Rahul Sawale, Group Company Secretary be and are hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

### **Item No. 3:**

To consider and if thought fit, to give assent or dissent to the following resolution, as an **Ordinary Resolution:**

#### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR 2018-19:**

“RESOLVED THAT pursuant to the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to ratify/ approve all existing contracts / arrangements/ agreements and to enter into contract(s)/transaction(s) with CFS Wanglong Flavours Ningbo Co. Ltd., a subsidiary and hence a related party within the meaning of the aforesaid law, the value of which either singly or all taken together during the current financial year may exceed ten per cent of the annual consolidated turnover of the Company as per audited financial statements of financial year 2017-18, having the following details:

Description of Contract	Period of Contract	Total Cumulative Contract value with Related Party (₹ in Crores)
Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, availing / rendering of marketing and other services or any other transactions	1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019	120

**RESOLVED FURTHER THAT** anyone of the Directors or Mr. Santosh Parab, Chief Financial Officer or Mr. Rahul Sawale, Group Company Secretary be and are hereby severally authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be deemed necessary, proper and desirable and to finalise any documents and writings related thereto to give effect to this resolution.”

**By Order of the Board**

**(Rahul Sawale)**  
**Group Company Secretary**

Place : Mumbai

Dated : 8<sup>th</sup> February, 2019

**Notes:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of the business referred to under Item Nos. 1 to 3 (both numbers inclusive) is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 15<sup>th</sup> February, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 15<sup>th</sup> February, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [secretarial@camlinfs.com](mailto:secretarial@camlinfs.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Details in respect of the Directors seeking re-appointment, forms integral part of the notice and is given in the Annexure A to the Notice. The Directors have furnished the requisite declarations for their re-appointment.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 15<sup>th</sup> February, 2019. The postal ballot period commences from Friday, 22<sup>nd</sup> February, 2019 (9:00 A.M IST) and ends on Saturday, 23<sup>rd</sup> March, 2019 (5:00 P.M IST). No e-voting shall be allowed beyond the above stipulated time.
9. A Member cannot exercise his vote by proxy on postal ballot. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Saturday, 23<sup>rd</sup> March, 2019.
10. Any query/grievance may please be addressed to Mr. Rahul Sawale, Group Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: [secretarial@camlinfs.com](mailto:secretarial@camlinfs.com) or Tel.: 022-67001000 or Facsimile: 022-28324404.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P. M.) on 23<sup>rd</sup> March, 2019. If any postal ballot is received after 5:00 P. M. on 23<sup>rd</sup> March, 2019, it will be considered that no reply from the Member has been received.

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

## **Instructions for shareholders to vote electronically:**

### **❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

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).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>• 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.</li></ul>
DOB/ DOI	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.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"><li>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li></ul>

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 casted 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, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call :- Tel : 022 - 49186000.

**The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013.**

**Item No. 1:**

Pursuant to the provisions of the Companies Act, 2013 (“the Act”) and erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Pramod M. Sapre, age 81 years, was appointed as an Independent Non-Executive Director to hold office for a period of five consecutive years effective 04<sup>th</sup> August, 2014. The initial term of appointment was upto 03<sup>rd</sup> August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. However, as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Regulations), which are effective from 01<sup>st</sup> April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Board on the recommendation of the Nomination and Remuneration Committee are recommending their appointment to the shareholders due to the Amended Regulations.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Pramod M. Sapre, being eligible for re-appointment as an Independent Non-Executive Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of 18 (eighteen) months with effect from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Pramod M. Sapre for re-appointment as an Independent Director as per the provisions of the Act. The Company has also received a declaration from Mr. Pramod M. Sapre that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Pramod M. Sapre as required under the Regulations 36(3) and 26(4) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) have been given in the Annexure A for the information of members.

In the opinion of the Board, Mr. Pramod M. Sapre fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. A copy of draft letter for appointment of Mr. Sapre as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company (excluding Saturdays and Sundays) upto the last date for receipt of Postal Ballot Forms/date of e-voting i.e. 23<sup>rd</sup> March, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pramod M. Sapre as an Independent Director.

None of the Directors/ Key Managerial Personnel (KMP) of the Company and their relatives except the appointee are concerned or interested in the resolution. The Directors recommend the Special Resolution for your approval.

#### **Item No. 2:**

Pursuant to the provisions of the Companies Act, 2013 ("the Act") and erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Sharad M. Kulkarni, age 80 years was appointed as an Independent Non-Executive Director to hold office for a period of five consecutive years effective 04<sup>th</sup> August, 2014. The initial term of appointment was upto 03<sup>rd</sup> August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. However, as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Regulations), which are effective from 01<sup>st</sup> April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Board on the recommendation of the Nomination and Remuneration Committee are recommending their appointment to the shareholders due to the Amended Regulations.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Sharad M. Kulkarni, being eligible for re-appointment as an Independent Non-Executive Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of 18 (eighteen) months with effect from 01<sup>st</sup> April, 2019 upto 30<sup>th</sup> September, 2020.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Sharad M. Kulkarni for re-appointment as an Independent Director as per the provisions of the Act. The Company has also received a declaration from Mr. Sharad M. Kulkarni that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Details of Mr. Sharad M. Kulkarni as required under the Regulations 36(3) and 26(4) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India have been given in the Annexure A for the information of members.

In the opinion of the Board, Mr. Sharad M. Kulkarni fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. A copy of draft letter for appointment of Mr. Kulkarni as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company (excluding Saturdays and Sundays) upto the last date for receipt of Postal Ballot Forms/date of e-voting i.e. 23<sup>rd</sup> March, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sharad M. Kulkarni as an Independent Director.

None of the Directors/ Key Managerial Personnel (KMP) of the Company and their relatives except the appointee are concerned or interested in the resolution. The Directors recommend the Special Resolution for your approval.

#### **Item No. 3:**

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions to be entered into by the Company, together with transactions already entered into by the Company with CFS Wanglong Flavours Ningbo Co. Ltd., a subsidiary company and therefore a related party, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2018:-

<b>Sr. No.</b>	<b>Nature of Transaction</b>	<b>FY 2018-19 Estimated Annual Value of Contracts &amp; Services [₹ in crore]</b>
1	Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, availing / rendering of marketing/ and other services, or any other transactions.	120

The other particulars of above transactions are as under:

<b>Name of the related party</b>	<b>Name of the Director or Key Managerial Personnel who is related, if any</b>	<b>Nature of Relationship</b>	<b>Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement</b>	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>
CFS Wanglong Flavours Ningbo Co. Ltd. ("CFS Wanglong")	1. Mr. Ashish Dandekar, Managing Director 2. Mr. Nicola Paglietti, Independent Director 3. Mr. Nirmal Momaya, Non-Executive Director	1. Mr. Ashish Dandekar, Director, CFS Wanglong* 2. Mr. Nicola Paglietti, Director, CFS Wanglong* 3. Mr. Nirmal Momaya, Director, CFS Wanglong*	Credit period of 3 months (for transactions please refer to table above)	The transactions are in the ordinary course of business and are at an Arm's Length basis.

\*A subsidiary company with 51% equity shareholding.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the Listing Regulations.

In view the above, it is proposed to seek approval of the members of the Company through an Ordinary resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 3.

None of the Directors, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/her respective shareholding, if any, in the Company, in the resolution set out in item no. 3 of the Notice.

The Board recommends the Resolution at Item No. 3 of the Notice for approval of the Members.

**By Order of the Board**

**(Rahul Sawale)**  
**Group Company Secretary**

Place : Mumbai

Dated : 8<sup>th</sup> February, 2019

### Annexure – A

Disclosure required under the Act, Listing Regulations and Secretarial Standard-2 of ICSI

Name	Pramod M. Sapre	Sharad M. Kulkarni
Director Identification Number	01972457	00003640
Date of first Appointment on the Board	3 <sup>rd</sup> June, 2006	27 <sup>th</sup> November, 2006
Experience in Specific Functional Area	Long and varied experience in the field of marketing of pharmaceutical products	Previously held position of CEO & President of major International and Indian Corporate entities during his career of 47 years; currently acts as a business advisor and management consultant to several Indian and international companies.
Qualifications	B. Sc. and Diploma in Marketing Management	B.E. Engineering, from University of Pune and is a Fellow of the Institute of Engineers, India
Terms and Conditions of Appointment / Reappointment	As per Item No. 1 of the Explanatory Statement	As per Item No. 2 of the Explanatory Statement
Details of remuneration sought to be paid	Not Applicable	Not Applicable
Last drawn remuneration	Not Applicable	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Not Applicable	Not Applicable
Directorship in other Companies*	Kusum Healthcare Pvt. Ltd.	Bayer Cropscience Ltd. Hindustan Construction Company Ltd. KEC International Ltd. Navin Fluorine International Ltd. JM Financial Trustee Company Pvt. Ltd. Styrolution India Pvt. Ltd.
Chairman/Member in the Committees of the Boards of other Listed companies	NIL	4
No. of Shares held in the Company	104990	161400
Number of meetings of the Board attended during the year	5	5

\*Includes Directorship in Private Limited Companies and Companies under section 8.

**CAMLIN FINE SCIENCES LIMITED****Regd. Office:** F/11 - 12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (East), Mumbai - 400 093.**E-mail:** secretarial@camlinfs.com • **Website:** www.camlinfs.com • **Tel:** 022-6700 1000 • **Fax:** 022-2832 4404**Postal Ballot Form**  
**(To be returned to Scrutinizer appointed by the Company)****Sr. Particulars Details**  
**No.**

1. Name(s) of Shareholder(s) :  
(including Joint-holders, if any)
2. Registered Address of the Sole/  
First named Shareholder :
3. Registered Folio No. / DPID No :  
/ Client ID No.\* (\*Applicable  
to investors Holding shares in  
demat Form)
4. No. 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 8<sup>th</sup> February, 2019 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.	Special Resolution - Re-appointment of Mr. Pramod M. Sapre (DIN: 01972457) as an Independent Non-Executive Director.			
2.	Special Resolution - Re-appointment of Mr. Sharad M. Kulkarni (DIN: 00003640) as an Independent Non-Executive Director.			
3.	Ordinary Resolution - Approval for Material Related Party Transaction for the Financial Year 2018-19.			

Place : Mumbai

Date :

(Signature of the Shareholder)

**ELECTRONIC VOTING PARTICULARS**

EVEN (E VOTING EVENT NUMBER)	PAN / Sequence Number

**Note:**

- 1) Kindly read the instructions printed overleaf before exercising the vote through this form or e-voting.
- 2) Last date for receipt of Postal Ballot Forms by Scrutinizer: Saturday, 23<sup>rd</sup> March, 2019 up to 5.00 p.m.
- 3) Postal Ballot Forms received after that date will be treated as if the reply from such Member/(s) has not been received.
- 4) 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.

## GENERAL INSTRUCTIONS

A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form. The duly completed Postal Ballot Form should reach to the Scrutinizer, in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.

1. The postage prepaid self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Saturday, 23<sup>rd</sup> March, 2019. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received.
4. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
5. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.00 p.m. on Saturday, 23<sup>rd</sup> March, 2019.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, 15<sup>th</sup> February, 2019.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

The result of the Postal Ballot will be declared on or before 25<sup>th</sup> March, 2019 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and displayed on the Company's website at [www.camlinfs.com](http://www.camlinfs.com) for the information of the Members.

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.