

**TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE QIP COMMITTEE OF THE
COMPANY HELD TUESDAY, 28TH JUNE, 2016 AT 11.00 A.M. AT PLOT NO. F/11 & F12,
WICEL, OPP. SEEPZ MAIN GATE, CENTRAL ROAD, ANDHERI (E), MUMBAI 400 093**

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

"RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e. 28th June, 2016."

"RESOLVED FURTHER THAT the floor price of Rs. 89.89 for the issue of Equity Shares pursuant to the Issue, based on the provisions of the Regulation 85 of the SEBI Regulations or any other applicable provisions of the SEBI Regulations, be and is hereby taken on record"

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

"RESOLVED FURTHER THAT the Issue be and is hereby opened today, i.e., 28th June, 2016 for receiving bids in connection with the Equity Shares offered in the Issue, and that the Committee shall decide the bid closing date in connection with the Issue, pursuant to Chapter VIII of the SEBI Regulations."

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

"RESOLVED FURTHER THAT the Placement Agreement dated 28th June, 2016 between the Company and the Book Running Lead Managers and the Escrow Agreement dated 28th June, 2016 between the Company, the Book Running Lead Managers and the Escrow Agent, a copy of each of which was placed before the Committee duly initialled by the Chairman for the purpose of identification, be and are hereby approved."



Camlin Fine Sciences Ltd.

Regd. Off.: Plot No. F/11 & F/12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (E), Mumbai- 400 093, India. (ISO 22000 Certified Company)
T: +91 22 6700 1000 F: +91 22 2832 4404 E - corporate@camlinfs.com | www.camlinfs.com

CIN: L74100MH1993PLC075361

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

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

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

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

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

"RESOLVED FURTHER THAT Mr. Ashish S. Dandekar, Managing Director, Mr. Dattatraya R. Puranik, Executive Director & Chief Financial Officer, Mr. Santosh L. Parab, Senior Vice President – Finance, Accounts & Taxation and Mr. Rahul D. Sawale, Group Company y Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited, NSE, SEBI or any other governmental or regulatory authority in connection with the Issue."



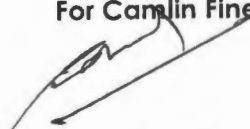
Camlin Fine Sciences Ltd.

Regd. Off.: Plot No. F/11 & F/12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (E), Mumbai- 400 093, India. (ISO 22000 Certified Company)
T: +91 22 6700 1000 F: +91 22 2832 4404 E - corporate@camlinfs.com | www.camlinfs.com

CIN: L74100MH1993PLC075361

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

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



**Rahul Sawale
Company Secretary**



Camlin Fine Sciences Ltd.

Regd. Off.: Plot No. F/11 & F/12, WICEL, Opp. SEEPZ Main Gate, Central Road, Andheri (E), Mumbai- 400 093, India.
T: +91 22 6700 1000 F: +91 22 2832 4404 E - corporate@camlinfs.com | www.camlinfs.com

(ISO 22000 Certified Company)
CIN: L74100MH1993PLC075361