

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 8th Extra-ordinary General Meeting.

The Company has issued the enclosed Notice dated 29th Novmeber, 2017 to the shareholders for the 8th Extra-ordinary General Meeting (EGM). The EGM will be held on Tuesday, 26th December, 2017 at 11.00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12, K. Dubhash Marg, Near Kala Ghoda, Fort, Mumbai - 400 001 to transact the business set out in the Notice of the EGM 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 Notice of the EGM inter-alia seeks the approval of the shareholders on the following business:

1. To raise funds by offer, issue and allotment from time to time on a preferential basis in one or more tranches, up to 90,00,000 warrants ("Warrants") with each Warrant convertible into, or exchangeable for, one equity share of face value of Rs. 1 each (the "Equity Shares"), within a period of 18 (eighteen) months from the date of allotment of Warrants, to the following entities ("Proposed Allottees"), at such price not being less than the price as may be arrived at in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

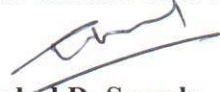
NAME OF THE PROPOSED ALLOTTEE	CIN OF THE PROPOSED ALLOTTEE	NO. OF WARRANTS
MK Falcon Agrotech Pvt. Ltd.	U01403MH2015PTC270391	43,38,170
Pillar Properties Pvt. Ltd.	U45102MH1995PTC084241	43,38,170
Ms. Anagha S. Dandekar	Not Applicable	3,23,660

Kindly take the above information on records.

Encl.: a/a.

Thanking You,

For Camlin Fine Sciences Limited


Rahul D. Sawale
 Group Company Secretary



Registered Office:

Camlin Fine Sciences Ltd. F/11-12, WICEL, Opp. SEEPZ, Central Road, Andheri East, Mumbai 400093, India.
 CIN: L74100MH1993PLC075361



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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

NOTICE

NOTICE is hereby given that the 8th Extra-ordinary General Meeting of the members of Camlin Fine Sciences Limited, will be held on Tuesday 26th December, 2017 at 11:00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12, K. Dubhash Marg, Near Kala Ghoda, Fort, Mumbai - 400 001 to transact the following business:

Special Business

Item No. 1: Preferential Allotment of Warrants

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 sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the rules and regulations issued by the Securities and Exchange Board of India (the **"SEBI Regulations"**) including Chapter VII and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (the **"SEBI LODR Regulations"**), the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions by any governmental or regulatory authority as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall include a duly authorized committee constituted by the Board to exercise its powers including powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time on a preferential basis in one or more tranches, up to 90,00,000 warrants (**"Warrants"**) with each Warrant convertible into, or exchangeable for, one equity share of face value of ₹ 1 each (the **"Equity Shares"**), within a period of 18 (eighteen) months from the date of allotment of Warrants, to the following entities/individuals (**"Proposed Allottees"**) to the extent detailed below in such manner, at such price not being less than the price as may be arrived at in accordance with SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

NAME OF THE PROPOSED ALLOTTEE	CIN OF THE PROPOSED ALLOTTEE	NO. OF WARRANTS
MK Falcon Agrotech Pvt. Ltd.	U01403MH2015PTC270391	43,38,170
Pillar Properties Pvt. Ltd.	U45102MH1995PTC084241	43,38,170
Ms. Anagha S. Dandekar	Not Applicable	3,23,660

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations the 'Relevant Date' for the purposes of determining the floor price for the issue of Warrants is 24th November, 2017, which is 30 (Thirty) days prior to the date of shareholders' meeting to be held on 26th December, 2017."

"RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals."

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- The Warrants may be exercised by the Proposed Allottees at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants (**"Tenor"**);
- In the event the Proposed Allottees do not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- The Proposed Allottee(s) shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Proposed Allottees;

- The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Proposed Allottees upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges;
- The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- Upon exercise of the Warrants by the Proposed Allottees, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Proposed Allottees and entering the name of Proposed Allottees in the records of the Company as the registered owner of such Equity Shares;
- A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the SEBI ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Proposed Allottee(s) at the time of exercising the Warrant;
- The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, such that the Proposed Allottees: (a) receives such number of Equity Shares that the Proposed Allottee would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which the Proposed Allottee would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by the Proposed Allottees to the Company in accordance with the provisions of SEBI ICDR Regulations;
- The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to preferential issues;
- The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Proposed Allottee(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- Until the Warrants are transferred, the Company shall treat Proposed Allottees as the absolute owner for all purposes without being affected by any notice to the contrary.

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottees, the aforesaid Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to the lock-in requirements under the provisions of Chapter VII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the Equity Shares to be issued on exercise of the Warrants by the Proposed Allottees and utilisation of proceeds of this issuance and take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

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

Rahul Sawale
Group Company Secretary

Place : Mumbai
Dated : 29th November, 2017

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. 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.
4. Electronic copy of the Notice of the 8th Extra-ordinary 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 Participant(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 8th Extra-ordinary 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.
5. Members may also note that the Notice of the 8th Extra-ordinary General Meeting 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 their Notice at the time of attending the 8th Extra-ordinary General Meeting.
6. Any Member desirous of getting any information 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.
7. 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.
8. Members who are holding Shares in physical form are requested to get their Shares dematerialised with any Depository Participants in their own interest.
9. 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 8th Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The facility for voting through polling paper shall also be made available at the venue of the EGM. 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 EGM.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s):
 1. Open the attached PDF file “CFSL 8th EGM e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.
 2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 3. Click on “Shareholder - Login”.
 4. Put User ID and password as initial password noted in step (1) above and Click Login.
 5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 6. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
 7. Select “EVEN” of Camlin Fine Sciences Limited. Members can cast their vote online from 23rd December, 2017 (9:00 am IST) till 25th December, 2017 (5:00 pm IST).

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

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 10. Once you have voted on the resolution, you will not be allowed to modify your vote.
 11. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail cfsi.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy
1. Initial password and user id is provided at the bottom of the Attendance Slip for the EGM.
 2. Please follow all steps from Sl. No. 2 to Sl. No. 9 above, to cast vote.
 3. In case of any queries, you may refer the Frequently Asked Questions available at the Downloads section of www.evoting.nsdl.com (FAQs) for Shareholders and e-voting user manual for Shareholders
 4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- Please note that:
- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or Telephone No.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 at Telephone No.: 022-24994545 or email at evoting@nsdl.co.in.
10. 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 19th December, 2017.
 11. Mr. J. H. Ranade, Partner of M/s. JHR and Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 12. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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.
 13. The Results declared along with the Scrutinizers report shall be placed at the Company's website www.camlinfs.com and on the website of NSDL immediately after the results are declared by the Chairman and simultaneously communicated to the BSE and NSE.
 14. 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 (9.30 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the 8th Extra-ordinary 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 EGM 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 8th Extra-ordinary General Meeting in view of further provisions of Section 107 read with Section 114 of the Act.

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

Rahul Sawale
Group Company Secretary

Place : Mumbai
Dated : 29th November, 2017

ANNEXURE FORMING PART OF THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated 29th November, 2017.

Item No. 1: Approval of Preferential Allotment of Warrants

The shareholders of the Company had pursuant to a special resolution dated July 21, 2017 approved the raising of funds for an aggregate amount not exceeding ₹ 250 crores. Subsequent to this special resolution the Company has successfully raised funds aggregating to ₹ 150 crores through a Qualified Institutions Placements (the “QIP”). The Equity Shares were allotted to the successful investors who participated in the QIP on November 23, 2017. The Company still requires around ₹ 100 crores to meet its capital expenditure, working capital requirements, repay debt and general corporate purposes.

In light of the above, the Board of the Company, at its meeting held on 29th November, 2017, after considering various options for raising additional funds, approved a proposal to create, issue and allot 90,00,000 warrants (“Warrants”) with each Warrant convertible into, or exchangeable for, one equity share of face value of ₹ 1 each (the “Equity Shares”), within a period of 18 (eighteen) months from the date of allotment of Warrants, to the following entities/individuals (“Proposed Allottees”) to the extent detailed below in such manner, at such price not being less than the price as may be arrived at in accordance with the SEBI ICDR Regulations:

NAME OF THE PROPOSED ALLOTTEE	CIN OF THE PROPOSED ALLOTTEE	NO. OF WARRANTS
MK Falcon Agrotech Pvt. Ltd.	U01403MH2015PTC270391	43,38,170
Pillar Properties Pvt. Ltd.	U45102MH1995PTC084241	43,38,170
Ms. Anagha S. Dandekar	Not Applicable	3,23,660

Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the Chapter VII and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) and the Companies Act, 2013 read with rules made thereunder (“Act”). Without generality to the above, the salient features of the preferential issue of Warrants are as under:

- The “Relevant Date” as per the SEBI ICDR Regulations for determining the minimum price for the preferential issue of Warrants is 24th November, 2017, which is 30 days prior to the date of the shareholders’ meeting to be held on 26th December, 2017. The minimum price calculated as per the SEBI ICDR Regulations will be ₹ 92.69/-.
- The Warrants may be exercised by the Proposed Allottees at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants (“Tenor”);
- In the event the Proposed Allottees do not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- The Proposed Allottee(s) shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Proposed Allottees;
- The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- Upon exercise of the Warrants by the Proposed Allottees, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of proposed Allottees and entering the name of Proposed Allottees in the records of the Company as the registered owner of such Equity Shares;
- A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the SEBI ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Proposed Allottee(s) at the time of exercising the Warrant;
- The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, such that the Proposed Allottees: (a) receives such number of Equity Shares that the Proposed Allottee would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which the Proposed Allottee would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;

- The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by the Proposed Allottees to the Company in accordance with the provisions of SEBI ICDR Regulations;
- The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to preferential issues;
- The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Proposed Allottee(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- Until the Warrants are transferred, the Company shall treat Proposed Allottees as the absolute owner for all purposes without being affected by any notice to the contrary.

Information required to be disclosed in the explanatory statement as per Regulation 73 of the SEBI ICDR Regulations is set forth below:

1. Objects of the Preferential Issue:

The proceeds from the preferential issue of Warrants will be used to meet capital expenditure, working capital requirements, repayment of debt and general corporate purposes.

2. The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:

The Company has received a letter of intent from MK Falcon Agrotech Pvt. Ltd., Pillar Properties Pvt. Ltd. and Ms. Anagha S. Dandekar indicating their intention to subscribe to the proposed preferential issue. Except for (i) Mr. Ashish S. Dandekar, Managing Director and Promoter of the Company, who holds 99.99% shareholding in MK Falcon Agrotech Pvt. Ltd.; (ii) Mr. Nirmal V. Momaya, Non-Executive Director of the Company who holds 99.99% shareholding in Pillar Properties Pvt. Ltd.; and (iii) Ms. Anagha S. Dandekar, Additional Director and member of the promoter group of the Company, none of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the proposed preferential issue.

3. Relevant Date

The 'Relevant Date' for the purpose of this issue of Warrants shall be 24th November, 2017, being the date 30 days prior to the deemed date of passing of special resolution by the Members of the Company at the extra ordinary general meeting to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations. Where the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date.

4. Basis for determining the issue price:

The issue price of the Warrants will be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Equity Shares of the Company on both the Stock Exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of Equity Shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- the average of the weekly high and low of the volume weighted average prices of the Equity Shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or
- the average of the weekly high and low of the volume weighted average prices of the Equity Shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.

The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

5. The shareholding pattern of the Company before and after the preferential issue of Equity Shares:

Category	Pre-issue Shareholding (as on the date of Notice)		Post-issue Shareholding*	
	Number of shares held	% of shareholding	Number of shares held	% of shareholding
Promoter & Promoter Group holding				
Individual and HUFs	31829719	26.2883	31829719	24.4694
Bodies Corporate	9423300	7.7827	9423300	7.2443
MK Falcon Agrotech Pvt. Ltd.	-	-	4338170	3.3350
Sub Total	41253019	34.071	45591189	35.0487
Foreign Promoter				
Anagha S. Dandekar	1172800	0.9686	1496460	1.1504
Total Promoter & Promoter Group (A1)	42425819	35.0396	47087649	36.1991

Category	Pre-issue Shareholding (as on the date of Notice)		Post-issue Shareholding*	
	Number of shares held	% of shareholding	Number of shares held	% of shareholding
Non-Promoter Holding				
Institutions	25445178	21.0153	25445178	19.5612
Non-Institutions				
Private Bodies Corporate	8635416	7.1320	8635416	6.6386
Pillar Properties Pvt. Ltd.	552002	0.4559	4890172	3.7594
Directors & Relatives	9172093	7.5752	9172093	7.0511
Indian Public	30661702	25.3236	30661702	23.5715
Others (including NRIs)	4187364	3.4584	4187364	3.2191
Total Public (A2)	78653755	64.9604	82991925	63.8009
Total (A1+A2)	121079574	100.0000	130079574	100.0000

*The post-issue shareholding calculated above assumes issue and allotment of 90,00,000 Equity Shares to the Proposed Allottees upon exercise of the Warrants and no other issue of shares pursuant to ESOP, corporate actions etc. are considered.

3. Proposed time within which preferential issue of Equity Shares shall be completed:

As required under the SEBI ICDR Regulations, the proposed preferential issue of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals.

4. The Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

Name of the proposed allottee	Ultimate beneficial owners	Number of Warrants to be issued	Percentage of post preferential issue capital to be held (assuming exercise of all Warrants)
MK Falcon Agrotech Pvt. Ltd.	Ashish S. Dandekar holds 99.99%	43,38,170	3.3350
Pillar Properties Pvt. Ltd.	Nirmal V. Momaya holds 99.99%	43,38,170	3.7594
Ms. Anagha S. Dandekar	Ms. Anagha S. Dandekar	3,23,660	1.1504

There is no change in control pursuant of issue of the Warrants and the Equity Shares issued upon exercise of such Warrants.

5. Lock-in Period:

The Warrants and the Equity Shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s) for the Equity Shares arising out of the exercises of the Warrants.

6. Undertakings:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so; and
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants and the Equity Shares issued on exercise of the Warrants shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

7. Other Disclosures:

- The Proposed Allottees have not sold or transferred any equity shares of the Company during six months prior to the Relevant Date. Further, no member of the Promoter and Promoter Group of the Company has sold his Equity Shares in the Company during the six months preceding the Relevant Date.
- It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a wilful defaulter.

- (iii) A copy of the certificate from M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Statutory Auditors of the Company, certifying that the above preferential issue of Equity Shares is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, will be open for inspection at the at the Registered Office and Corporate Office of the Company during working hours between 9.30 a.m. and 5.00 p.m. on all working days up to the date of the shareholders' meeting. Copies of the above mentioned Statutory Auditor's certificate shall also be laid before the shareholders' meeting;
- (iv) Since it is proposed to issue and allot the aforesaid Warrants on preferential allotment basis, a special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI ICDR Regulations. The Board of Directors believe that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval;
- (v) Except for Mr. Ashish Dandekar and Mr. Nirmal Momaya for the Warrants proposed to be issued to their associate entities and except for Ms. Anagha Dandekar to the extent of Warrants proposed to be issued to her, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

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

Rahul Sawale
Group Company Secretary

Place : Mumbai
Dated : 29th November, 2017

ROUTE MAP



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 8th Extra Ordinary General Meeting of the Company on Tuesday the 26th of December, 2017 at 11.00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Orion House, 6th Floor, 12, K. Dubhash Marg, Near Kala Ghoda, Fort, Mumbai - 400 001.

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 Notice 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 9 of Notice of EGM for detailed instructions)

EVS (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 8th Extra Ordinary General Meeting of the Company on Tuesday the 26th of December, 2017 at 11.00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Orion House, 6th Floor, 12, K. Dubhash Marg, Near Kala Ghoda, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of the following resolution:

No.	Item No.	No of shares held by me	I assent to the resolution	I dissent to the resolution
1	Preferential Allotment of 90,00,000 Warrants (Special Resolution)			

Signed this _____ day of _____ 2017.

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.