

March 24, 2025

To, BSE Limited, 25, P. J. Towers, Dalal Street, Mumbai – 400 001 Ref: Company Scrip Code: 532834	To, 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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) – Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI LODR, please find attached herewith the Postal Ballot Notice dated March 12, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“**e-voting**”) for (i) appointment of Mr. Abeezar Faizullabhoy (DIN: 00264422) as a Non-Executive Independent Director; (ii) appointment of Ms. Radhika Dudhat (DIN: 00016712) as a Non-Executive Independent Director; (iii) appointment of Mr. Jens Van Nieuwenborgh (DIN: 07638244) as a Non-Executive Non-Independent Director; and (iv) Modification of the Employee Stock Option Scheme 2021.

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners, as on **Friday, March 21, 2025 (“Cut-off Date”)**, received from the Depositories and whose e-mail address is registered with the Depositories / their depository participant / the Company’s Registrar and Share Transfer Agents / the Company.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for providing remote e-voting facility to all its members. The e-voting facility **will commence on Tuesday, March 25, 2025 at 09:00 a.m. IST and will end on Wednesday, April 23, 2025 at 5:00 p.m. IST.**

The Postal Ballot Notice is also available on the Company’s website at www.camlinfs.com.

Request you to please take the same on your records.

Thanking you,
Yours faithfully,
For Camlin Fine Sciences Limited

Rahul Sawale
Company Secretary
& VP Legal

Encl.: a/a.

 **Registered Office:**
Camlin Fine Sciences Limited, Floor 2 to 5, In G.S. Point, CST Road, Kalina, Santacruz (East), Mumbai 400 098.
CIN: L74100MH1993PLC075361

 +91 22 6700 1000

 +91 22 2832 4404

 corporate@camlinfs.com

 www.camlinfs.com



CAMLIN FINE SCIENCES LIMITED

Regd. Office: In G.S. Point, Floor 2 to 5, CST Road, Kalina, Opp. University Campus, Santacruz (East), Mumbai - 400 098

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

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 20 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

To the members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Camlin Fine Sciences Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules, regulations and circulars issued by Ministry of Corporate Affairs (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mr. J. H. Ranade, Partner (FCS No. 4317, CP No. 2520), failing which Mr. Sohan J. Ranade, Partner (ACS No. A33416, CP No. 12520), failing which Ms. Tejaswi Jogal, Partner (ACS No. 29608, CP No. 14839) of M/s. JHR & Associates, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, March 25, 2025
End of e-voting:	5:00 p.m. (IST) on Wednesday, April 23, 2025

This Postal Ballot Notice is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes.

The Scrutinizer will submit his report, after the completion of scrutiny of the e-voting, to the Chairman and Managing Director or the Managing Director of the Company or any person authorised by them. The results of e-voting will be announced at the Registered Office on or before Friday, April 25, 2025 before 5:00 p.m. (IST), and will be displayed on the Company's website www.camlinfs.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("**NSDL**") and Company's Registrar and Share Transfer Agent. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

1. Appointment of Mr. Abeezar Faizullahoy (DIN: 00264422) as a Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Abeezar Faizullahoy (DIN: 00264422), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-Executive Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from February 4, 2025;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **Appointment of Ms. Radhika Dudhat (DIN: 00016712) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Ms. Radhika Dudhat (DIN: 00016712), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as a Non-Executive Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from March 12, 2025;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **Appointment of Mr. Jens Van Nieuwenborgh (DIN: 07638244) as a Non-Executive Non-Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Jens Van Nieuwenborgh (DIN: 07638244), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-Executive Non-Independent Director being liable to retire by rotation with effect from March 12, 2025;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Modification of the Camlin Fine Sciences Employee Stock Option Plan 2021.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the special resolution passed by the members of the Company at their twenty-eighth Annual General Meeting held on July 20, 2021 and pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder, the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and/or any amendments thereof and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015 issued by the Securities and Exchange Board of India (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as **"SEBI SBEB Regulations"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) and/or re-enactment of the Act or the Guidelines, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations), consent of the members be and is hereby accorded for variation to the terms of Camlin Fine Sciences Employee Stock Option Plan 2021, as mentioned in the statement annexed to this notice and subsequent amendment to the scheme, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
In G.S. Point, Floor 2 to 5, CST Road,
Kalina, Opp. University Campus,
Santacruz (East), Mumbai - 400 098
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000
Fax: +91 22 2832 4404

Place: Mumbai

Date : March 12, 2025

By Order of the Board
For Camlin Fine Sciences Limited

Rahul Sawale
Company Secretary
& VP - Legal

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 21, 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.camlinfs.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.camlinfs.com) duly filled and signed along with requisite supporting documents to MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt. Ltd.) ("**Registrar and Share Transfer Agent**") at C101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this Notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Tuesday, March 25, 2025 and ends at 5:00 p.m. (IST) on Wednesday, April 23, 2025.** Members are requested to record their assent (FOR) or dissent (AGAINST) only through the Remote E-Voting process **not later than 5:00 p.m. IST on Wednesday, April 23, 2025**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member
9. The Board of Directors has appointed Mr. J. H. Ranade, Partner (FCS No. 4317, CP No. 2520), failing which Mr. Sohan J. Ranade, Partner (ACS No. A33416, CP No. 12520), failing which Ms. Tejaswi Jugal, Partner (ACS No. 29608, CP No. 14839) of M/s. JHR & Associates, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, April 23, 2025.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to secretarial@camlinfs.com mentioning his / her / its folio number / DP ID and Client ID.

The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to info@jhrasso.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@camlinfs.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@camlinfs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
In G.S. Point, Floor 2 to 5, CST Road,
Kalina, Opp. University Campus,
Santacruz (East), Mumbai - 400 098
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000
Fax: +91 22 2832 4404

Place: Mumbai

Date : March 12, 2025

By Order of the Board
For Camlin Fine Sciences Limited

Rahul Sawale
Company Secretary
& VP - Legal

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

Item No. 1: Appointment of Mr. Abeezar Faizullahbhoj (DIN: 00264422) as a Non-Executive Independent Director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Abeezar Faizullahbhoj (DIN: 00264422) as an Additional Director, designated as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from February 4, 2025.

Mr. Abeezar Faizullahbhoj is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Abeezar Faizullahbhoj that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI Listing Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Abeezar Faizullahbhoj for the office of a Director of the Company.

In the opinion of the Board, Mr. Abeezar Faizullahbhoj fulfils the conditions for appointment as a Non-Executive Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Abeezar Faizullahbhoj is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Abeezar Faizullahbhoj in the areas of Dispute Resolution, Arbitration and Corporate Commercial practice as well as his educational background, appointment of Mr. Abeezar Faizullahbhoj as a Non-Executive Independent Director is considered to be in the larger interest of the Company.

Details of Mr. Abeezar Faizullahbhoj are provided in the "Annexure A" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mr. Abeezar Faizullahbhoj setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to secretarial@camlinfs.com.

In accordance with the provisions of Regulation 17(1C), 25 of the Listing Regulations and Section 149 read with Schedule IV to the Act and other applicable provisions of the Companies Act, 2013, appointment of Independent Directors requires approval of the members of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of passing an Special Resolution. Therefore, the Board recommends the proposed special resolution for members' approval.

Save and except Mr. Abeezar Faizullahbhoj, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the special resolution mentioned at Item No. 1 of the Notice.

Item No. 2: Appointment of Ms. Radhika Dudhat (DIN: 00016712) as a Non-Executive Independent Director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Ms. Radhika Dudhat (DIN: 00016712) as an Additional Director, designated as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 12, 2025.

Ms. Radhika Dudhat is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from Ms. Radhika Dudhat that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI Listing Regulations and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Radhika Dudhat for the office of a Director of the Company.

In the opinion of the Board, Ms. Radhika Dudhat fulfils the conditions for appointment as a Non-Executive Independent Director as specified in the Act and the SEBI Listing Regulations. Ms. Radhika Dudhat is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Ms. Radhika Dudhat in the areas of Transactional Advisory and Strategy, Regulatory, Policy and Advocacy, General Corporate, Labour and Employment, Governance and Legal Risk Management as well as

her educational background, appointment of Ms. Radhika Dudhat as a Non-Executive Independent Director is considered to be in the larger interest of the Company.

Details of Ms. Radhika Dudhat are provided in the “**Annexure B**” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Ms. Radhika Dudhat setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to secretarial@camlinfs.com.

In accordance with the provisions of Regulation 17(1C), 25 of the Listing Regulations and Section 149 read with Schedule IV to the Act and other applicable provisions of the Companies Act, 2013, appointment of Independent Directors requires approval of the members of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of passing an Special Resolution. Therefore, the Board recommends the proposed special resolution for members’ approval.

Save and except Ms. Radhika Dudhat, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the special resolution mentioned at Item No. 2 of the Notice.

Item No. 3: Appointment of Mr. Jens Van Nieuwenborgh (DIN: 07638244) as a Non-Executive Non-Independent Director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”) read with the Articles of Association of the Company, had approved the appointment of Mr. Jens Van Nieuwenborgh (DIN: 07638244) as an Additional Director, designated as a Non-Executive Non-Independent Director of the Company with effect from March 12, 2025.

Mr. Jens Van Nieuwenborgh is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Jens Van Nieuwenborgh for the office of a Director of the Company.

In the opinion of the Board, Mr. Jens Van Nieuwenborgh fulfils the conditions for appointment as a Non-Executive Non-Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Jens Van Nieuwenborgh possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Jens Van Nieuwenborgh in the areas of business administration, finance and operations as well as his educational background, appointment of Mr. Jens Van Nieuwenborgh as a Non-Executive Non-Independent Director is considered to be in the larger interest of the Company.

Details of Mr. Jens Van Nieuwenborgh are provided in the “**Annexure C**” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Subject to the provisions of the Companies Act, 2013 including any amendments, statutory modifications, re-enactments etc and with the approval of the Board of Directors and Shareholders (if required), he may be paid remuneration by way of commission from time to time. In addition to the remuneration, the Company for the period of his appointment shall make reimbursement of incidental expenses incurred by him in the performance of his role and duties.

In accordance with the provisions of Regulation 17(1C) of the Listing Regulations and Section 149 read with Schedule IV to the Act and other applicable provisions of the Companies Act, 2013, appointment of Directors requires approval of the members of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Board recommends the proposed ordinary resolution for members’ approval.

Save and except Mr. Jens Van Nieuwenborgh, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution mentioned at Item No. 3 of the Notice.

Item No. 4: Modification of the Camlin Fine Sciences Employee Stock Option Plan 2021.

The Company offers stock options to select employees to foster a spirit of ownership and an entrepreneurial mindset. Because of their nature, stock options help to build a holistic, long term view of the business and a sustainability focus in the senior management team. Stock options are granted to tenured employees including that are in managerial and leadership positions upon achieving defined thresholds of performance and leadership behaviour. This will contribute to the active involvement of the employees who are motivated to ensure long term success of the Company. Grant of stock options also allow the Company to be conservative in awarding fixed pay, balance short term incentives with risk considerations and build the focus on consistent long term results.

Grant of stock options is an essential component of the compensation and incentive philosophy and is a source of competitive advantage in the present market and economic scenario. As the economic environment improves, it is imperative that the Company is able to retain and attract critical talent.

The Company at its twenty-eighth Annual General Meeting held on July 20, 2021 approved the Camlin Fine Sciences Employee Stock Option Plan 2021, (hereinafter referred to as “**Scheme**”), with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

As the Scheme was implemented couple of years ago, terms of the Scheme are sought to be varied for the benefit of employees and with a view to ensure efficient implementation and administration.

Accordingly, it is proposed to seek approval of the members for the following changes to the Scheme:

Clause No.	Existing Clause	Revised Clause	Remarks
8.1	The first lot of Grants is proposed to be issued at an Exercise Price of ₹ 150/- per option. The Nomination and Remuneration Committee will decide on the exercise price for future grants, which shall be at a maximum discount of 25% to the 'Market Price'.	The Nomination and Remuneration Committee will decide on the exercise price for future grants, which shall be at a maximum discount of 25% to the 'Market Price'.	Deletion of the reference to the first lot of Grants is proposed to be issued at an Exercise Price of ₹ 150/- per option.
10	The Options granted under the Scheme shall vest on the 4 th anniversary of the grant, in one tranche, subject to the Company achieving the Key Performance Indicators for the financial year ended March 31, 2025, either in terms of Revenue, EBITDA or ROI or such other quantifiable financial matrix either on a Group Level or on a Regional Level or Divisional level ('KPI'). The KPI so agreed between the Individual Optionee and the NRC shall be specified in the Option Letter to be granted to respective Optionee.	The Options granted under the Scheme shall vest on the 3 rd anniversary of the grant, in one or more tranche, subject to the Company achieving the Key Performance Indicators, either in terms of Revenue, EBITDA or ROI or such other quantifiable financial matrix either on a Group Level or on a Regional Level or Divisional level ('KPI'). The KPI so agreed between the Individual Optionee and the NRC shall be specified in the Option Letter to be granted to respective Optionee.	Deletion of the reference to the KPI of March 31, 2025 and also revising the vesting schedule from 3 rd year instead of 4 th year.

The amended Scheme shall be applicable from the date of passing of this resolution. None of the aforesaid proposed amendments is detrimental to the interests of any existing option grantees as the amendments are intended to be prospective.

In accordance with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, modification of the scheme requires approval of the members of the Company by way of passing an Special Resolution to that effect. Therefore, the Board recommends the proposed special resolution for members' approval.

Save and except for the proposed allottees in the scheme, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the special resolution mentioned at Item No. 4 of the Notice.

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
In G.S. Point, Floor 2 to 5, CST Road,
Kalina, Opp. University Campus,
Santacruz (East), Mumbai - 400 098
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000
Fax: +91 22 2832 4404

By Order of the Board
For Camlin Fine Sciences Limited

Rahul Sawale
Company Secretary
& VP - Legal

Place: Mumbai
Date : March 12, 2025

Annexure A

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of ICSI.

Name	Mr. Abeezar Faizullabhoy
Director Identification Number	00264422
Age	60 years
Date of first Appointment on the Board	Effective February 4, 2025
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Abeezar Faizullabhoy has over 33 years of experience in the Dispute Resolution, Arbitration and Corporate Commercial practice areas.</p> <p>Mr. Abeezar's client profile in the disputes area includes domestic as well as international clients across sectors like manufacturing, technology, services, retail etc., whom he regularly advises and represents on various disputes before the Supreme Court of India, High Courts, tribunals and also, in domestic and international arbitrations. He has also been involved in diverse matters under the Insolvency and Bankruptcy Code, 2016 and has advised multi-national companies in respect of enforcement and execution of foreign decrees as well as foreign arbitral awards in India.</p>
	<p>In his corporate commercial practice, Abeezar has advised on Joint Ventures, Angel/PE Investments, Shareholders Agreements, Share Purchase Agreements, Technology Transfer Agreements and diverse advisory work on FDI and under Company Law, FEMA and other statutes.</p> <p>Mr. Abeezar Faizullabhoy started his career with Mulla & Mulla and Craigie, Blunt & Caroe and then went on to work with JSA before he left the profession to work as the Group CEO of an investor in the energy sector. He then came back to the profession and joined HAS. He is currently working as senior partner in Argus Partners from the year 2019. He has membership of Bar Council of Maharashtra & Goa.</p>
Qualifications	B. Com, LLB
Terms and Conditions of Appointment	As per the special resolution set out in this Notice read with the Statement hereto.
Details of remuneration sought to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.
Last drawn remuneration	Sitting fees of ₹ 4,75,000 for attending Board, Audit Committee, Nomination and Remuneration Committee and Independent Directors Meeting.
Relationship with other Directors and Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Directorship in other Companies	<ol style="list-style-type: none"> 1. Reemas Gaming Private Limited 2. SPACO Technologies (India) Private Limited
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil
No. of Shares held in the Company	1,30,829
Number of meetings of the Board attended during the year	2 (two) out of 2 (two) board meetings attended since his appointment.

Annexure B

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of ICSI.

Name	Ms. Radhika Dudhat
Director Identification Number	00016712
Age	54 years
Date of first Appointment on the Board	Effective March 12, 2025
Experience (including expertise in specific functional area) / Brief Resume	<p>Ms. Radhika Dudhat is a Partner with Shardul Amarchand Mangaldas & Co. and has worked on a wide range of transactional, regulatory and legal risk management advisory. Focus of her work over the years has been to structure transactions, provide strategy, documentation and negotiation in respect to complex and sensitive transaction and/or situations across industry verticals including real estate, infrastructure, insolvency and bankruptcy.</p> <p>Over the years she has developed the practice of legal risk management to assess and advise in the management of the legal risk pertaining to sensitive and complex transactional, corporate governance, regulatory, business and reputational issues. She also advises in respect to strategy and structuring in regard to setting up businesses in India and advising on the applicable regulatory and contractual framework applicable for the business in creating a legal risk management strategy for the business. She also advises on structuring of workforce, social security, incentives and stock options, transition of employees including under global acquisitions, employee behavioral issues, conducting employee training and retrenchment/ termination of employment matters. She has advised on several landmark transactions.</p> <p>She was a part of the core group committee established by the Government of Maharashtra to make recommendations to the State Government on legal issues relating to privatization. She is a Director on the boards of listed companies and is a member on the boards of industry forums. She is a member of various committees of Industry forums.</p> <p>She has been recognized as the Most Innovative Lawyer of the Year at the 4th Annual BW Legal World Global Legal Leaders Award 2022. She has been enlisted in Legal Powerlist 2020 amongst top individual lawyers by Forbes India. She is a Faculty and Guest Speaker at various educational, institutional and business forums to speak on wide range of subjects including on legal, commercial and self-development related topic. She also studies and speaks on the Indian scriptures.</p>
Qualifications	Graduated from the University of Bombay Faculty of Life Sciences, a law graduate from the University of Bombay and a Postgraduate from the University of Cambridge and Harvard University.
Terms and Conditions of Appointment	As per the special resolution set out in this Notice read with the Statement hereto.
Details of remuneration sought to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.
Last drawn remuneration	Nil
Relationship with other Directors and Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Directorship in other Companies	<ol style="list-style-type: none"> 1. Tips Films Limited 2. Jagsonpal Pharmaceuticals Limited 3. Parag Milk Foods Limited 4. Bajel Projects Limited 5. Epsilon Advanced Materials Private Limited

Chairman/Member in the Committees of the Boards of other Listed Companies	<ol style="list-style-type: none"> 1. Tips Films Limited <ul style="list-style-type: none"> • Member of Audit Committee • Member of Nomination and Remuneration Committee • Chairperson of Stakeholders Relationship Committee 2. Jagsonpal Pharmaceuticals Limited <ul style="list-style-type: none"> • Chairperson of Nomination and Remuneration Committee • Member of Risk Management Committee • Chairperson of Corporate Social Responsibility Committee 3. Parag Milk Foods Limited <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Chairperson of Risk Management Committee • Chairperson of Corporate Social Responsibility Committee 4. Bajel Projects Limited <ul style="list-style-type: none"> • Member of Audit Committee • Member of Stakeholders Relationship Committee • Member of Risk Management Committee • Member of Corporate Social Responsibility Committee
No. of Shares held in the Company	Nil
Number of meetings of the Board attended during the year	Nil

Annexure C

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of ICSI.

Name	Mr. Jens Van Nieuwenborgh
Director Identification Number	07638244
Age	42 years
Date of first Appointment on the Board	Effective March 12, 2025
Experience (including expertise in specific functional area) / Brief Resume	Mr. Jens Van Nieuwenborgh has served as board member of several companies in India and Europe and is having vast experience in the field of business administration, finance and operations.
Qualifications	Master's degree in business administration from Harvard University (USA). Master's degree in science from Ghent University (Belgium).
Terms and Conditions of Appointment	As per the ordinary resolution set out in this Notice read with the Statement hereto.
Details of remuneration sought to be paid	Subject to the provisions of the Companies Act, 2013 including any amendments, statutory modifications, re-enactments etc and with the approval of the Board of Directors and Shareholders (if required), he may be paid remuneration by way of commission from time to time. In addition to the remuneration, the Company for the period of his appointment shall make reimbursement of incidental expenses incurred by him in the performance of his role and duties.
Last drawn remuneration	Nil
Relationship with other Directors and Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Directorship in other Companies	1. Sagar Cements Limited 2. Boston Ivy Healthcare Solutions Private Limited 3. AvH Resources India Private Limited
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil
No. of Shares held in the Company	Nil
Number of meetings of the Board attended during the year	Nil