

July 8, 2024

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: Notice of the 31st Annual General Meeting ('AGM') of the Company for FY 2023- 24

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice along with Explanatory Statement of the 31st AGM of the Company to be held on **Wednesday, July 31, 2024 at 11.00 a.m. (IST) through Video Conferencing / Other Audio Visual Means**. The said Notice forms part of the Annual Report 2023-24.

The Annual Report for FY 2023-24 is available on the website of the Company at https://www.camlinfs.com/investor-relations/home/annual_reports.

This is for your information and record please.

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



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corporate@camlinfs.com



www.camlinfs.com

Notice

NOTICE is hereby given that the 31st Annual General Meeting of the members of Camlin Fine Sciences Limited, will be held on **Wednesday, July 31, 2024 at 11:00 a.m. (IST)** through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolutions as **Ordinary Resolutions**:
 - (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
 - (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
2. Re-appointment of Ms. Anagha Dandekar (DIN: 07897205), who retires by rotation as a Non-Executive Director and in this regard, to consider and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Anagha Dandekar (DIN: 07897205), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company.”

3. Re-appointment of Mr. Harsha Raghavan (DIN: 01761512), who retires by rotation as a Non-Executive Director and in this regard, to consider and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harsha Raghavan (DIN: 01761512), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company.”

SPECIAL BUSINESS

4. To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2025 and in this regard, to consider and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, to be paid to the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”
5. To re-appoint Mr. Ashish Dandekar (DIN: 01077379) as Chairman & Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Ashish Dandekar (DIN: 01077379) as Chairman & Managing Director of the Company not liable to retire by rotation, for further period of 3 (three) years with effect from August 1, 2024 on a remuneration, as detailed in the Explanatory Statement annexed herewith;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Ashish Dandekar for his entire term subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/ or officer(s) of the Company to give effect to this resolution.”

6. To re-appoint Mr. Nirmal Momaya (DIN: 01641934) as Managing Director of the

Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Nirmal Momaya (DIN: 01641934) as Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (three) years with effect from June 1, 2024 on a remuneration, as detailed in the Explanatory Statement annexed herewith;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Nirmal Momaya for his entire term subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/ or officer(s) of the Company to give effect to this resolution.”

Notice (Contd.)

7. To re-appoint Mr. Arjun Dukane (DIN: 06820240) as Executive Director - Technical of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee for his appointment and the Board of Directors of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Arjun Dukane (DIN: 06820240) as Executive Director - Technical of the Company for a further period of 3 (three) years with effect from June 1, 2024 on a remuneration, as detailed in the Explanatory Statement annexed herewith;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Arjun Dukane for his entire term subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its

powers conferred herein to any director(s) and/ or officer(s) of the Company to give effect to this resolution.”

8. To re-appoint Mr. Amol Shah (DIN: 00171006) as Independent Non-Executive Director of the Company and in this regard, 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 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Amol Shah (DIN: 00171006), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company (not liable to retire by rotation) to hold office for a further term of 5 (five) consecutive years commencing from August 2, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-

appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/ or officer(s) of the Company to give effect to this resolution.”

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

Rahul Sawale
Company Secretary & VP - Legal

Regd. Office:

Camlin Fine Sciences Limited

CIN: L74100MH1993PLC075361

Floor 2 to 5, In GS Point, CST Road, Kalina,
Santacruz East, Mumbai 400098.

Website: www.camlinfs.com

E-mail: secretarial@camlinfs.com

Tel.: +91 22 6700 1000 Fax: +91 22 2832 4404

Place: Mumbai

Date: May 20, 2024

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated September 25, 2023 read with circulars dated December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021, May 5 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (the “Act”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars read with SEBI circular dated October 07, 2023, January 5, 2023 and May 13, 2022, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website <https://www.camlinfs.com/>.
3. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24 and Notice of the AGM of the Company, may send request to the Company’s e-mail address at secretarial@camlinfs.com mentioning Foilo No./DP ID and Client ID.
4. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

Notice (Contd.)

6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
8. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to rahul.sawale@camlinfs.com.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, July 23, 2024 through email on rahul.sawale@camlinfs.com. The same will be replied by the Company suitably.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. In terms of the provisions of Section 152 of the Act, Ms. Anagha Dandekar, Non-Executive Director and Mr. Harsha Raghavan, Non-Executive Director retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective reappointments.

Ms. Anagha Dandekar and Mr. Harsha Raghavan, are interested in the Ordinary Resolutions set out at Item Nos. 2 and 3 respectively, of the Notice with regard to their re-appointment.

Save and except the above and Mr. Ashish Dandekar relative of Ms. Anagha Dandekar, none of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under Item Nos. 1 to 4 of the Notice.
13. Details of Directors retiring by rotation at this Meeting are provided in the "Annexure 1" to the Notice.
14. Statement containing additional information as required pursuant to clause (iv) of Schedule V of the Companies Act, 2013 with respect to Item Nos. 5 to 7 are provided in the "Annexure 2" to the Notice.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or with the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited.
16. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members who have not registered their e-mail address and other KYC details are requested to register

the same with their relevant depositories through their depository participants, where shares are held in electronic form. Where shares are held in physical form, members are requested to furnish the same in Form ISR-1 and other relevant forms prescribed by SEBI, with the Company's RTA, M/s. Link Intime India Private Limited. The said forms are available on the website of the Company at <https://www.camlinfs.com/investor-relations/home/downloads> and on the website of the RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>.

Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with the Company's RTA, M/s. Link Intime India Private Limited. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.

17. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
18. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
19. In terms of section 124(5) of the Act, dividend amount for the year ended March 31, 2016 remained unclaimed for a period of 7 years has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares also been transferred to the IEPF demat account.

20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e. Thursday, July 25, 2024, such person may obtain the User ID and Password from RTA. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail to RTA for obtaining the Annual Report and Notice of AGM.
21. The Board of Directors has appointed JHR & Associates, Practicing Company Secretaries as the Scrutinizer to the e-voting process and voting at the AGM in a fair and transparent manner.
22. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system of NSDL.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter, unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
24. The results declared along with the Scrutinizers Report shall be placed at the Company's website www.camlinfs.com immediately after the results are declared by the Company and simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

Notice (Contd.)

25. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
26. The Notice calling the AGM has been uploaded on the website of the Company at www.camlinfs.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Facility of joining the AGM through VC/OAVM shall opened 15 minutes before the scheduled start time of the AGM i.e. from 10:45 A.M. (IST) and will be available for Members on first come first serve basis.

The remote e-voting period begins on Sunday, July 28, 2024 at 9:00 A.M. (IST) and ends on Tuesday, July 30, 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, July 25, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 25, 2024.

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. <div data-bbox="797 1694 1112 1881" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Notice (Contd.)

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 use your existing myeasi 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 or joining virtual meeting & voting during the meeting. 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. 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. 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.
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 or joining virtual meeting & voting during the meeting.

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 toll free no.: 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 1800 22 55 33

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. .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’.

Notice (Contd.)

- 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 special 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail info@jhrasso.com with a copy marked to evoting@nsdl.com

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 toll free no.: 022 - 4886 7000 or send a request 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 email ids for e-voting for the special resolution 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.

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

**Rahul Sawale
Company Secretary & VP - Legal**

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
Floor 2 to 5, In GS Point, CST Road,
Kalina, Santacruz East, Mumbai 400098.
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000
Fax: +91 22 2832 4404

Place: Mumbai
Date: May 20, 2024

Notice (Contd.)

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

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

Item No. 4:

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. ABK & Associates, Cost Accountants, as the Cost Auditor of the Company to carry out the audit of the Company's cost accounting records for the financial year ending March 31, 2025, at a remuneration of ₹ 1,60,000 (Rupees One Lakh Sixty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, if any, incurred in connection with the audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

The Members, at the 28th Annual General Meeting held on July 20, 2021, had approved the appointment and terms of remuneration of Mr. Ashish Dandekar as Chairman & Managing Director of the Company for a period of three years w.e.f. August 1, 2021 to July 31, 2024. Mr. Ashish Dandekar is responsible for the day-to-day operations of the Company under the overall superintendence, direction and control of the Board.

Mr. Ashish Dandekar is the Promoter of the Company and has a wide experience of over 30 years in Pharmaceuticals and Fine Chemical Products including Business Planning, Information Systems, Research & Development, Product Development and Marketing. In the opinion of the Board, his knowledge, expertise, experience and his substantial contribution to the Company till date will prove valuable to help the business to grow strategically and efficiently in future.

The Board, upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 20, 2024, approved re-appointment of Mr. Ashish Dandekar in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, designated as Chairman & Managing Director for further period of 3 (three) years effective August 1, 2024 on remuneration as stated below, subject to approval of the members.

Accordingly, the Board commends re-appointment of Mr. Ashish Dandekar as Chairman & Managing Director for a period of 3 (three) years on the terms as set out below.

Terms of Remuneration:

(a) Basic Salary:

₹ 12.84 Lakh per month as a basic salary which shall be subject to annual increment, as given below.

(b) Perquisites and Other Allowances:

Upto ₹ 141.02 Lakh per annum as perquisites and other allowances such as house rent allowance or rent-free accommodation, gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession, club fees, provision of car with driver, telephone /mobile/ communication facilities, personal accident insurance cover and such other perquisites and allowances. Perquisites and allowances shall be evaluated as per the Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

(c) Commission:

Mr. Ashish Dandekar may also be paid remuneration by way of commission (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Sections 197 of the Companies Act, 2013.

(d) Provident Fund, Superannuation and Gratuity:

Company’s contribution to the Provident Fund, Family Pension Scheme and Superannuation Fund as per the rules of the Company. Contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites.

Annual increase not to exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (a) and (b) of the Remuneration Terms as mentioned above.

Minimum Remuneration:

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s) during the tenure of Mr. Ashish Dandekar as Chairman & Managing Director, he shall be entitled to a minimum remuneration comprising of salary, perquisites, allowances and benefits as mentioned above, for a period of three years i.e., from August 1, 2024 to July 31, 2027.

Past remuneration (as computed under the Companies Act, 2013):

Financial Years	Amount (in Lakh)
2022-23	260.39
2023-24	287.56

Loss of office:

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

General:

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

Notice (Contd.)

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

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

There is no increase in remuneration of Mr. Ashish Dandekar as approved during the Financial Year 2023-24 and that is being proposed.

Other Terms and Conditions:

Mr. Ashish Dandekar shall oversee the following functional areas, namely finance, corporate affairs, human resource and administration, information technology, business strategy and mergers & acquisitions.

Mr. Ashish Dandekar shall not, during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company and Mr. Ashish Dandekar during the continuance of his employment there under, shall also use his best endeavors to prevent any other person from doing so.

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

The Company or Mr. Ashish Dandekar shall be entitled to terminate the Agreement by giving three calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, the Agreement shall stand terminated. The Company shall also be entitled to terminate the Agreement on giving to Mr. Ashish Dandekar three months' salary in lieu of notice required to be given under this clause.

Memorandum of Concern or Interest:

Apart from Mr. Ashish Dandekar and Ms. Anagha Dandekar, none of the Directors and the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the above appointment.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 5 is attached herewith as Annexure -'2'.

Details of Mr. Ashish Dandekar as required under the Regulations 36(3) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) have been given in the Annexure-'3' for the information of Members.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ashish Dandekar as Chairman & Managing Director. Accordingly, the Board commends the Special Resolution at item no. 5 for the approval by the members of the Company.

Item No. 6:

The Members, at the 28th Annual General Meeting held on July 20, 2021, had approved the appointment and terms of remuneration of Mr. Nirmal Momaya as Managing Director of the Company for a period of three years w.e.f. June 1, 2021 to May 31, 2024.

Mr. Nirmal Momaya has been on the Board since August 4, 2014. In the opinion of the Board, his knowledge, expertise, experience and his substantial contribution to the Company till date will prove valuable to help the business to grow strategically and efficiently in future.

The Board, upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 20, 2024, approved re-appointment of Mr. Nirmal Momaya in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, designated as Managing Director for further period of 3 (three) years effective June 1, 2024 on remuneration as stated below, subject to approval of the members.

Accordingly, the Board commends re-appointment of Mr. Nirmal Momaya as Managing Director for a period of 3 (three) years on the terms as set out below.

Terms of Remuneration:

(a) Basic Salary:

₹ 12.84 Lakh per month as a basic salary which shall be subject to annual increment, as given below.

(b) Perquisites and Other Allowances:

Upto ₹ 141.02 Lakh per annum as perquisites and other allowances such as house rent allowance or rent-free accommodation, gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession, club fees, provision of car with driver, telephone /mobile/ communication facilities, personal accident insurance cover and such other perquisites and allowances. Perquisites and allowances shall be evaluated as per the Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

(c) Commission:

Mr. Nirmal Momaya may also be paid remuneration by way of commission (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Sections 197 of the Companies Act, 2013.

(d) Provident Fund, Superannuation and Gratuity:

Company's contribution to the Provident Fund, Family Pension Scheme and Superannuation Fund as per the rules of the Company. Contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites.

Annual increase not to exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (a) and (b) of the Terms of Remuneration as mentioned above.

The perquisite arising from exercise of the stock options by Mr. Nirmal Momaya pursuant to any employee stock option scheme, approved / which may be approved by the Board of Directors and the members during his tenure as director shall be part of the Minimum Remuneration referred below. Further, the perquisite arising from the exercise of the stock options, as mentioned above, shall be in addition to the amount of perquisites mentioned in clause (b) of the Remuneration Terms.

Notice (Contd.)

Mr. Nirmal Momaya has been granted 37,62,096 stock options under the Company's existing stock option schemes as approved by the Board of Directors and the members. As on the date of this Notice, all the stock options are unexercised.

Minimum Remuneration:

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s) during the tenure of Mr. Nirmal Momaya as Managing Director, he shall be entitled to a minimum remuneration comprising of salary, perquisites, allowances and benefits and perquisite arising from the exercise of the stock options as mentioned above, for a period of three years i.e., from June 1, 2024 to May 31, 2027.

Past remuneration (as computed under the Companies Act, 2013):

Financial Years	Amount (in Lakh)
2022-23	272.88
2023-24	305.28

General:

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

Mr. Nirmal Momaya shall be eligible for Leave, its accumulation/ encashment as per the HR policy of the Company. He shall also be covered under group medi-claim policy of the Company and other benefits to employees as per the HR policy of the Company.

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

There is no increase in remuneration of Mr. Nirmal Momaya as approved during the Financial Year 2023-24 and that is being proposed.

Other Terms and Conditions:

Mr. Nirmal Momaya shall oversee the following functional areas, namely sales & marketing, business strategy, mergers & acquisitions, foreign operations, corporate communications & investor relationship, sourcing & supply chain and legal matters.

Mr. Nirmal Momaya shall not, during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company and he shall, during the continuance of his employment there under, shall also use his best endeavors to prevent any other person from doing so.

The Company or Mr. Nirmal Momaya shall be entitled to terminate the agreement by giving three calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, the Agreement shall stand terminated. The Company shall also be entitled to terminate the Agreement on giving to Mr. Nirmal Momaya three months' salary in lieu of notice required to be given under this clause.

Loss of office:

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

Memorandum of Concern or Interest:

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

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 6 is attached herewith as Annexure-‘2’.

Details of Mr. Nirmal Momaya as required under the Regulations 36(3) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) have been given in the Annexure-‘3’ for the information of Members.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Nirmal Momaya as Managing Director. Accordingly, the Board commends the Special Resolution at item no. 6 for the approval by the members of the Company.

Item No. 7:

The Members at their 28th Annual General Meeting had approved appointment of Mr. Arjun Dukane as Whole Time Director designated as Executive Director – Technical for a period of three years effective June 1, 2021 to May 31, 2024. Accordingly, the term of office of Mr. Arjun Dukane expires on May 31, 2024 and it is proposed to re-appoint him for a further period of 3 (three) years effective June 1, 2024.

Mr. Arjun Dukane, is responsible for the operations of the Company’s manufacturing facilities located in India. Mr. Arjun Dukane has been instrumental in improving the operations of the Company, setting up of new projects and smooth implementation thereof. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arjun Dukane as Executive Director - Technical.

The Board, upon the recommendation of the Nomination and Remuneration Committee for his appointment, at its meeting held on May 20, 2024, approved re-appointment of Mr. Arjun Dukane in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, designated as Executive Director - Technical for further period of 3 (three) years effective June 1, 2024 on remuneration as stated below, subject to approval of the members.

Accordingly, the Board commends re-appointment of Mr. Arjun Dukane as Executive Director - Technical for a period of 3 (three) years on the terms as set out below.

Remuneration Terms comprising of the following:**(a) Basic Salary:**

₹ 3.96 Lakh per month as a basic salary which shall be subject to annual increment, as given below.

Notice (Contd.)

(b) Perquisites and Other Allowances:

Upto ₹ 72.48 Lakh per annum as perquisites and other allowances such as house rent allowance or rent-free accommodation, gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession, club fees, provision of car with driver, telephone /mobile/ communication facilities, personal accident insurance cover and such other perquisites and allowances. Perquisites and allowances shall be evaluated as per the Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

(c) Commission:

Mr. Arjun Dukane may also be paid remuneration by way of commission (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Sections 197 of the Companies Act, 2013.

(d) Provident Fund, Superannuation and Gratuity:

Company's contribution to the Provident Fund, Family Pension Scheme and Superannuation Fund as per the rules of the Company. Contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites.

Annual increase not to exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (a) and (b) of the Terms of Remuneration as mentioned above.

The perquisite arising from exercise of the stock options by Mr. Arjun Dukane pursuant to any employee stock option scheme, approved / which may be approved by the Board of Directors and the members during his tenure as director shall be part of the Minimum Remuneration referred below. Further, the perquisite arising from the exercise of the stock options, as mentioned above, shall be in addition to the amount of perquisites mentioned in clause (b) of the Remuneration Terms.

Mr. Arjun Dukane has been granted 150,000 stock options under the Company's existing stock option schemes as approved by the Board of Directors and the members. As on the date of this Notice, 87,500 stock options are unexercised.

Minimum Remuneration:

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s) during the tenure of Mr. Dukane as Executive Director - Technical, Mr. Dukane, shall be entitled to a minimum remuneration comprising of salary, perquisites, allowances and benefits and perquisite arising from the exercise of the stock options as mentioned above, for a period of three years i.e., from June 1, 2024 to May 31, 2027.

General:

- Mr. Dukane shall not be paid any sitting fee for attending meeting of the Board or Committee(s) thereof.
- Subject to the superintendence, control and direction of the Managing Director, Mr. Dukane shall exercise powers as may be delegated to him by the Board of Directors from time to time.
- The appointment is terminable by either party giving the other three (3) months' notice in writing.

There is no increase in remuneration of Mr. Arjun Dukane as approved during the Financial Year 2023-24 and that is being proposed.

Past remuneration (as computed pursuant to the Companies Act, 2013):

Financial Years	Amount (in Lakh)
2022-23	112.52
2023-24	124.38

Memorandum of Concern or Interest:

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

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is attached herewith as Annexure-‘2’.

Details of Mr. Arjun Dukane as required under the Regulations 36(3) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) have been given in the Annexure-‘3’ for the information of Members.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arjun Dukane as Executive Director. Accordingly, the Board commends the Special Resolution at item no. 7 for the approval by the members of the Company.

Item No. 8:

Pursuant to the provisions of the Companies Act 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Board of Directors (Board) on the recommendation of the Nomination and Remuneration Committee is recommending the re-appointment of Mr. Amol Shah (DIN: 00171006) to the Members.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Listing Regulations, Mr. Amol Shah, being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Non-Executive Director for further term of 5 (five) years commencing from August 2, 2024.

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

Details of Mr. Amol Shah as required under the Regulations 36(3) of the Listing Regulations and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) have been given in the Annexure-‘3’ for the information of Members.

In the opinion of the Board, Mr. Amol Shah fulfills the conditions specified in the Act, and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. A copy of draft letter for appointment of Mr. Shah as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on any working day of the Company (excluding Saturdays and Sundays) upto the date of this Annual General Meeting.

Notice (Contd.)

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Amol Shah as an Independent Director. None of the Directors/ Key Managerial Personnel of the Company and their relatives, except the appointee, are concerned or interested in the above re-appointment. The Board recommends the Special Resolution at Item No. 8 of the Notice for approval of the Members.

For **Camlin Fine Sciences Limited**

Rahul Sawale
Company Secretary & VP - Legal

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
Floor 2 to 5, In GS Point, CST Road,
Kalina, Santacruz East, Mumbai 400098.
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000
Fax: +91 22 2832 4404

Place: Mumbai

Date: May 20, 2024

Annexure '1'

Other details of Directors retiring by rotation at the ensuing Annual General Meeting are as under:

Name	Ms. Anagha Dandekar	Mr. Harsha Raghavan
Director Identification Number	07897205	01761512
Age	57 years	52 years
Date of first Appointment on the Board	October 13, 2017	August 10, 2020
Experience (including expertise in specific functional area) / Brief Resume	President, co-founder of Hardware Renaissance, a manufacturer of high-end, hand-crafted door hardware and accessories.	Mr. Harsha Raghavan is the Managing Partner of Convergent Finance LLP. Harsha was previously the founding MD & CEO of Fairbridge Capital Private Limited (a Fairfax Company) from its inception in 2011 where he led all investment advisory activities in India. During his time, he sourced and advised on over \$2.1 billion worth of investment activity. Previously, he served as Head of India for Candover Investments, Co-Head of India for Goldman Sachs Principal Investment Area and Vice President of Indocan Chase Capital. In these roles, Mr. Raghavan advised on more than two dozen transactions totaling over \$1.5 billion in value.
Qualifications	Ms. Anagha Dandekar holds an M.B.A. in Finance degree from the University of South Carolina, USA.	Mr. Raghavan holds a M.B.A. degree and M.Sc. degree in industrial engineering both from Stanford University and a B.A. degree from the University of California at Berkeley, where he double majored in computer science and economics.
Terms and Conditions of Appointment	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Not Applicable	Not Applicable
Last drawn remuneration	₹ 6.00 Lakh (sitting fees paid for Board Meetings for the FY2023-24)	Nil
Relationship with other Directors and Key Managerial Personnel	Ms. Anagha Dandekar is sister of Mr. Ashish Dandekar, Chairman & Managing Director	Not related to any other Director / Key Managerial Personnel

Notice (Contd.)

Directorship in other Companies/Bodies Corporate as on March 31, 2024	<ol style="list-style-type: none"> 1. Hardware Renaissance 2. DHC corporation 	<ol style="list-style-type: none"> 1. Onward Technologies Limited 2. Jagson Pal Pharmaceuticals Limited 3. Agilitas Sports Private Limited 4. Just Udo Aviation Private Limited 5. Convergent Finance LLP 6. HR Holdings 7. SG Holdings
Chairman/Member in the Committees of the Boards of other Listed Companies	Nil	<ol style="list-style-type: none"> 1. Onward Technologies Limited <ul style="list-style-type: none"> - Member of Audit Committee - Member of Nomination, Risk Management Committee and remuneration committee 2. Jagsonpal Pharmaceuticals Limited <ul style="list-style-type: none"> - Member of Audit Committee - Member of Risk Management Committee
No. of Shares held in the Company as on March 31, 2024	22,93,906	Nil
Number of meetings of the Board attended during the year (2023-24)	6 (Six) out of 7 (seven) board meetings	7 (seven) out of 7 (seven) board meetings

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

Rahul Sawale
Company Secretary & VP - Legal

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
2nd Floor, In GS Point, CST Road,
Kalina, Santacruz East, Mumbai 400098.
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000 Fax: +91 22 2832 4404

Place: Mumbai
Date: May 20, 2024

Annexure '2'

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with respect to Item Nos. 5 to 7:

I. General Information:

1. Nature of Industry: Chemical manufacturing industry.
2. Date or expected date of commencement of commercial production: Not Applicable as the Company is an existing company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable as the Company is an existing company.
4. Financial performance based on given indicators:

(a) Standalone (Amt. In Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Total revenue	77,326.21	78,943.57	68,550.81
EBIDTA*	2,712.94	12,755.76	7,748.23
(Loss)/ Profit before tax	(5,963.24)	6,662.60	3,607.71
(Loss)/ Profit after tax	(5,138.92)	4,755.47	2,586.98

*EBIDTA i.e. excluding other income, exceptional item and foreign exchange loss.

(b) Consolidated

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Total revenue	161,306.20	168,156.40	141,208.91
EBIDTA*	11,338.19	21,310.96	15,280.84
(Loss) /Profit before tax	(9,924.35)	8,037.70	9,397.85
(Loss) /Profit after tax	(10,487.51)	3,981.04	6,037.19

*EBIDTA i.e. excluding other income, exceptional item and foreign exchange loss.

5. Foreign investments or collaborators, if any: As at March 31, 2024, the foreign holding in the Company was at 10.12% of the issued equity capital. The Company does not have any Foreign Collaborations.

Notice (Contd.)

II. Information about the Directors:

	Mr. Ashish Dandekar	Mr. Nirmal Momaya	Mr. Arjun Dukane
Background details, Recognition/ Awards, Job Profile and Suitability to the role, Past Remuneration and Remuneration proposed	As mentioned in Annexure-‘3’	As mentioned in Annexure-‘3’	As mentioned in Annexure-‘3’
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the significant expertise of the directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.		
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Ashish Dandekar (Promoter) does not have any pecuniary relationship with the Company other than the remuneration he received as Chairman & Managing Director of the Company. Except Ms. Anagha Dandekar, he is not related to any director/ managerial personnel of the Company.	Mr. Nirmal Momaya does not have any pecuniary relationship with the Company other than the remuneration he received as Managing Director of the Company. He is not related to any director/ managerial personnel of the Company.	Mr. Arjun Dukane does not have any pecuniary relationship with the Company other than the remuneration he received as Executive Director – Technical of the Company. He is also not related to any director/managerial personnel of the Company

III. Other Information:

(a) Reasons of loss or inadequate profits:

Company’s operations of FY 2023-24 were severely impacted due to geopolitical tensions, inflation, sustainability pressures, supply-chain disruptions & demographic challenges. In these circumstances, though the operating revenues of the Company decreased by ₹ 1,617.37 Lakh, the net profit for the year reduced to ₹ (5,138.92) Lakh from ₹ 4,755.47 Lakh in previous year. Owing to above factors, despite the best efforts of the Management, the financial performance of the Company was not as per the expectation and the Company had inadequate profits for the financial year ended March 31, 2024. It may be noted that the reasons for inadequacy of profits were beyond the control of the Company and its Management.

(b) Steps taken or proposed to be taken for improvement:

Our strategy has always been to maintain steady focus on key markets, where we can penetrate new segments, differentiate our portfolio and maximize margins. Our focus primarily is on those markets, where we can develop and manufacture a wide range of technically innovative products with a high technology barrier.

Our value enhancers comprise of our global presence, growing scale, reliable supply chain, rationalized cost structure, intelligent synergies, smart R&D and technology acumen. Since the past few years, decades, we have meticulously sharpened our strategy to build on our core competence.

(c) Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. We continue to expand our scale across key markets to take the fastest lane to relevant opportunity, maximize our portfolio, reach out to more customers and strengthen our margins.

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

**Rahul Sawale
Company Secretary & VP - Legal**

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
2nd Floor, In GS Point, CST Road,
Kalina, Santacruz East, Mumbai 400098.
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000 Fax: +91 22 2832 4404

Place: Mumbai
Date: May 20, 2024

Notice (Contd.)

Annexure '3'

Disclosure required under the Act, Listing Regulations and Secretarial Standard-2 of ICSI with respect to Item Nos. 5 to 8

Name	Mr. Ashish Dandekar	Mr. Nirmal Momaya	Mr. Arjun Dukane	Mr. Amol Shah
Director Identification Number	01077379	01641934	06820240	00171006
Age	60 years	57 years	57 years	58 years
Date of first Appointment on the Board	11/01/2007	04/08/2014	01/06/2018	02/08/2019
Experience (including expertise in specific functional area) / Brief Resume	Mr. Ashish Dandekar has a comprehensive experience spanning over 30 + years in the Pharmaceuticals and Fine Chemicals industry. He has excelled in various areas such as Business Planning, Information Systems, Research & Development, Product Development, and Marketing.	Mr. Nirmal Momaya Seasoned professional with over 30 + years of experience in the areas of finance, taxation, audit, and management consultancy. As the current Managing Director of CFS, he has been instrumental in providing strategic guidance and direction to the company on all significant business matters.	Mr. Arjun Dukane has an overall experience of over 30 + years in the Chemical Industry out of which he has been associated with the Company for about last 15 + years.	Mr. Shah is Managing Director of the MJ Group and he possesses around 30 + years of experience in the industry covering Human Healthcare, Flavors/Fragrances compounds, Plant protection and water treatment chemicals.
Qualifications	B.A. in Economics and Management Studies from Temple University, USA.	Chartered Accountant and holder of a Bachelor's degree in Commerce	Chemical Engineer (Diploma)	Bachelor of Science (Electronics Engineering) from University of Kent, Canterbury and MBA from University of Southern California.
Terms and Conditions of Appointment	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement
Details of remuneration sought to be paid	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement	Not Applicable
Last drawn remuneration	₹ 287.56 Lakh	₹ 305.28 Lakh	₹ 124.38 Lakh	₹ 19.25 Lakh (sitting fees and commission paid for Board Meetings for the FY2023-24)
Relationship with other Directors and Key Managerial Personnel	Except Ms. Anagha Dandekar, he is not related to any director/ managerial personnel of the Company.	Not related to any other Director /Key Managerial Personnel	Not related to any other Director /Key Managerial Personnel	Not related to any other Director /Key Managerial Personnel

Directorship in other Companies/ Bodies Corporate as on March 31, 2024	<ol style="list-style-type: none"> 1. Camart Finance Ltd. 2. Vibha Agencies Pvt. Ltd. 3. Focussed Event Management Pvt. Ltd. 4. Abana Medisys Pvt. Ltd. 5. MK Falcon Agrotech Pvt. Ltd. 6. CFS Europe S.P.A. 7. Dresen Quimica SAPI De C.V. 8. Solentus North America Inc. 9. CFS Wanglong Flavours (Ningbo) Co., Ltd. 10. CFS De Mexico Blends SAPI De CV 11. CFS Pahang Asia Pte. Ltd. 	<ol style="list-style-type: none"> 1. TruCap Finance Limited. 2. Abana Medisys Private Limited. 3. MJ Medical Devices Private Limited. 4. Smokin' Joe's Pizza Private Limited. 5. Ashar Locker (India) Private Limited. 6. Netopia E-Sports Private Limited. 7. Twilit Corporation Private Limited. 8. Fine Renewable Energy Limited. 9. Momaya Investments Private Limited. 10. Shatrunjaya Traders Private Limited. 11. CFS Europe S.P.A. 12. Dresen Quimica SAPI De C.V. 13. CFS Wanglong Flavours (Ningbo) Co., Ltd 14. CFS Pahang Asia Pte. Ltd. 15. CFS PP (M) SDN. BHD. 	<ol style="list-style-type: none"> 1. Chemolutions Chemicals Ltd. 2. Naiknavare Chemicals Ltd. 	<ol style="list-style-type: none"> 1. Fine Aromatics and Herbal Extracts Private Limited 2. M J Exports Private Limited 3. Innova Life Sciences Private Limited 4. MJ Medical Devices Private Limited 5. Fine Aroma Specialities Private Limited 6. KAS Institute of Research Private Limited 7. Fine Fragrances Private Limited 8. M. J. Biopharm Private Limited 9. MJ Institute of Research Private Limited 10. Eris M. J. Biopharm Private Limited 11. Anglo Gulf LLP 12. Organic BioSystems LLP
Chairman/Member in the Committees of the Boards of other Listed Companies	None	<ol style="list-style-type: none"> 1. Truecap Finance Limited <ul style="list-style-type: none"> - Member of Audit Committee - Member of Nomination and remuneration committee - Member of Risk Management and Strategy Committee 	None	None
No. of Shares held in the Company as on March 31, 2024	1,96,48,650 equity shares	36,01,520 equity shares	1,65,140 equity shares	Nil

Notice (Contd.)

Number of meetings of the Board attended during the year (2023-24)	7 (Seven) out of 7 (Seven) board meetings	7 (Seven) out of 7 (Seven) board meetings	7 (Seven) out of 7 (Seven) board meetings	5 (Five) out of 7 (Seven) board meetings
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement

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

Rahul Sawale
Company Secretary & VP - Legal

Regd. Office:

Camlin Fine Sciences Limited
CIN: L74100MH1993PLC075361
2nd Floor, In GS Point, CST Road,
Kalina, Santacruz East, Mumbai 400098.
Website: www.camlinfs.com
E-mail: secretarial@camlinfs.com
Tel.: +91 22 6700 1000 Fax: +91 22 2832 4404

Place: Mumbai

Date: May 20, 2024