

September 29, 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

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 September 29, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process ("e-voting") for the issuance of equity shares of the Company on a preferential basis pursuant to a share swap arrangement.

The aforesaid Postal Ballot Notice is being sent today only through electronic mode to those members whose names appear on the register of members / register of beneficial owners, as on Friday, September 26, 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, September 30, 2025 at 09:00 a.m. IST and will end on Wednesday, October 29, 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









## **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 resolution set out below are proposed to be passed by the members of Camlin Fine Sciences Limited ("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 ("Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("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 resolution 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, September 30, 2025
End of e-voting:	5:00 p.m. (IST) on Wednesday, October 29, 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, October 31, 2025 before 5:00 p.m. (IST), and will be displayed on the Company's website <a href="www.camlinfs.com">www.camlinfs.com</a> 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. ISSUANCE OF EQUITY SHARES OF CAMLIN FINE SCIENCE LIMITED (THE "COMPANY") ON A PREFERENTIAL BASIS PURSUANT TO A SHARE SWAP ARRANGEMNET:

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Foreign Exchange Management Act, 1999, ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SEBI (SAST) Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the listing agreements entered into by the Company with BSE

Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges") on which the equity shares of the Company having face value of ₹ 1 (Indian Rupees One) each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory / regulatory authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the memorandum of association and articles of association of the Company, and subject to such approvals, consents or permissions as may be necessary or required from Applicable Regulatory Authorities and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents or permissions, which are acceptable to the Board of Directors of the Company (hereinafter referred to as the "Board" or the "Securities Issue and Allotment Committee" of the Board, which term shall be deemed to mean and include the one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to create, issue, offer and allot up to 41,06,181 fully paid up Equity Shares at a price of ₹ 247.69/- per Equity Share (which includes a premium of ₹ 246.69/per Equity Share) ("Issue Price"), aggregating up to a consideration of ₹ 101,70,59,971.89/- (One Hundred One Crore Seventy Lakh Fifty-Nine Thousand Nine Hundred Seventy-One Rupees and Eighty-Nine Paise only) to the following proposed allottees ("Investors"), as consideration other than cash towards the acquisition of ordinary shares of Vinpai, a French société anonyme ("Swap Shares"), determined in accordance with the terms of the share purchase agreement dated February 24, 2025 and amendments thereof ("SPA"), pursuant to a share swap arrangement, by way of a preferential issue on a private placement basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board in accordance with the SPA and the applicable laws and subject to the Investors complying with the requirements of allotment including opening of demat account:

Sr. No.	Name of the Investor(s)	Maximum number of Equity Shares proposed to be allotted	Consideration (in ₹) determined for Swap Shares
140.		to be anotted	Swap Silates
1.	Cyrille Damany	12,50,161	30,96,52,378.09
2.	Philippe Le Ray	7,76,510	19,23,33,761.90
3.	Alexandre Moranville	3,47,263	8,60,13,572.47
4.	Chris Project	12,71,855	31,50,25,764.95
5.	Saffelberg Investments	4,60,392	11,40,34,494.48
	Total	41,06,181	101,70,59,971.89

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for the purpose of determination of the floor price is Monday, September 29, 2025, i.e., being the date, which is 30 days prior to the date of the Postal Ballot ("**Relevant Date**");

**RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the proposed Investors by way of the Preferential Issue shall, inter alia, be subject to the following terms and conditions, apart from others as prescribed under applicable law:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed on the Stock Exchanges, subject to receipt of necessary regulatory permissions and approvals, as the case may be;
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- c) The Equity Shares to be allotted shall be locked in for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations;
- d) the pre-preferential allotment shareholding of the Investors, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- e) The Investors shall be required to transfer shares of Vinpai to the Company pursuant to the share swap arrangement in terms of the SPA, against which the Equity Shares are to be allotted to such Investors, on or before the date of allotment thereof;
- f) The Equity Shares will be issued on a preferential basis for consideration other than cash against the Swap Shares for non-cash consideration and the transfer of such Swap Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution and a valuation report dated September 29, 2025 by Sundae Capital Advisors Pvt. Ltd., an independent registered valuer, required to be submitted to the Stock Exchanges;
- g) The Swap Shares must have been transferred by the Investors to the Company on or before the date of allotment of the Equity Shares pursuant to the Preferential Issue;
- h) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of

any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time;

**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to issue to the Investor(s), a private placement offer letter in Form No. PAS-4 pursuant to Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to subscribe to the aforesaid Equity Shares by way of preferential allotment on a private placement basis, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges within the timelines prescribed under applicable laws;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving and settling any questions/ difficulties that may arise in the Preferential Issue, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all such steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing resolution;

**RESOLVED FURTHER THAT** the Board and any person authorised by the Board, be and is hereby authorized to file the requisite documents with the relevant Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the credit of Equity Shares to the respective dematerialised securities account of the Investors;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members, and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** in case of fractional allotment of Equity Shares arising out of the issue and allotment of the Equity Shares on preferential basis through swap of the Swap Shares, the Company shall round off the odd number lots to be issued on the lower side and shall make the payment for the fractional allotment of shares at the Issue Price i.e. ₹ 247.69/- per Equity Share to the Investors as per the terms of the SPA;

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the practicing company secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to the Securities Issue and Allotment Committee, to give effect to this resolution, including execution of any documents on behalf of the Company and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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: September 29, 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 resolution mentioned in this Postal Ballot Notice is annexed hereto.
- 2. In accordance with the circulars issued by MCA and SEBI, 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, September 26, 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 <a href="www.camlinfs.com">www.camlinfs.com</a>, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at <a href="www.bseindia.com">www.bseindia.com</a> and <a href="www.nseindia.com">www.nseindia.com</a> respectively, and on the website of NSDL at <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.
- 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 <a href="https://www.camlinfs.com">www.camlinfs.com</a>) 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 Marq, 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 resolution electronically. The Company has engaged the services of the National Securities Depository Limited ("NSDL") as an 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, September 30, 2025 and ends at 5:00 p.m. (IST) on Wednesday, October 29, 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, October 29, 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 Jogal, Partner (ACS No. 29608, CP No. 14839) of M/s. JHR & Associates, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.
- 10. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, October 29, 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.
	<ol> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com/SecureWeb/eservices.nsdl.com/S</a></li></ol>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.
	4. Shareholders/Members can also download NSDL Mobile App " <b>NSDL Speede</b> " facility by scanning the QR code mentioned below for seamless voting experience.
	NSDL Mobile App is available on
	<b>★</b> App Store → Google Play
Individual Shareholders holding securities in demat mode with Central Depository	1. 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 <a href="www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
Services (India) Limited ("CDSL")	2. 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.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	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 <a href="www.cdslindia.com">www.cdslindia.com</a> 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.

**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	Members facing any technical issue in login can contact NSDL helpdesk by sending a
in demat mode with NSDL	request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities	Members facing any technical issue in login can contact CDSL helpdesk by sending a
in demat mode with CDSL	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: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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:

	nner of holding shares i.e. Demat (NSDL or CDSL) 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 user 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 <u>evoting@nsdl.com</u> 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 <a href="mailto:info@jhrasso.com">info@jhrasso.com</a> with a copy marked to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>. 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 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 <a href="mailto:secretarial@camlinfs.com">secretarial@camlinfs.com</a>. 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 <a href="evoting@nsdl.com">evoting@nsdl.com</a> 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: September 29, 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 Business mentioned in the Notice:

# Item No. 1: Issuance of Equity Shares of Camlin Fine Science Limited ("Company") on a preferential basis pursuant to a share swap arrangement.

Vinpai was incorporated and founded in 2011 by Cyrille Damany and Philippe Le Ray. Vinpai's registered office is at 6 Parc d'Activités de la Fouée, FR-56130 Saint-Dolay, France. Vinpai is an ingredien'tech company specializing in the design, manufacture and marketing of algae, plants, mineral and fibre-based functional ingredients offering manufacturers natural alternatives to chemical additives. Positioned in the most promising market segments, Vinpai now supports manufacturers in the food industry, its historical market, cosmetics and nutraceuticals, thanks to cross-technology know-how, enabling them to increase the nutritional qualities of their finished products. The combination and association of ingredients and food additives allows manufacturers to accelerate their development, optimize their production costs and generate profitability. Operating from two sites, in Saint-Dolay (Morbihan) and near the port of Saint-Nazaire, Vinpai has developed more than 3,500 formulas and now has 43 employees. In 2024, the Company generated revenues of €9.2 million, including more than 70% of which from exports, and generates sales in more than 36 countries. Vinpai is listed on the Euronext Growth Paris since its successful IPO on July 19, 2023 (ISIN: FR001400AXT1; ticker: ALVIN).

The Company and certain significant shareholders of Vinpai ("Investors"), the allottees of this preferential issue, have entered into the SPA for acquisition of a majority stake in Vinpai representing approximately 78.68% of Vinpai's outstanding share capital. The consideration to be paid by the Company to the Investors for each Investors' share in Vinpai shall be equal to  $\in$  3.60.

Concomitantly with the signing of the SPA, the Company has agreed to grant a financing to Vinpai for an amount of €3.3 million through the subscription of listed secured convertible bonds. Subject to and simultaneously with the acquisition of shares of Vinpai from the Investors, the convertible bonds will be converted into ordinary equity shares of Vinpai.

The present preferential issue is being undertaken as consideration towards the acquisition of ordinary shares of Vinpai, a French société anonyme from the Investors by the Company pursuant to a share swap arrangement, in accordance with the terms of the SPA.

Accordingly, the Board, at its meeting held on September 29, 2025, has, subject to the approval of the Members and such other approvals as may be required, approved issuing the Equity Shares, aggregating to ₹ 101,70,59,971.89/- (One Hundred One Crore Seventy Lakh Fifty-Nine Thousand Nine Hundred Seventy-One Rupees and Eighty-Nine Paise only) in the following manner:

Issuance of up to 41,06,181 Equity Shares of the face value of ₹ 1 each, at a price of ₹ 247.69/- per Equity Share (at a premium of ₹ 246.69/- per Equity Share), aggregating to ₹ 101,70,59,971.89/- (One Hundred One Crore Seventy Lakh Fifty-Nine Thousand Nine Hundred Seventy-One Rupees and Eighty-Nine Paise only) to the following individuals and other entities.

Sr.	Name of the Investor(s)	Maximum number of Equity Shares proposed to	Consideration (in ₹) determined for Swap Shares
No.		be allotted	
1.	Cyrille Damany	12,50,161	30,96,52,378.09
2.	Philippe Le Ray	7,76,510	19,23,33,761.90
3.	Alexandre Moranville	3,47,263	8,60,13,572.47
4.	Chris Project	12,71,855	31,50,25,764.95
5.	Saffelberg Investments	4,60,392	11,40,34,494.48
	Total	41,06,181	101,70,59,971.89

The Investors have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations, to subscribe to the fully paid-up Equity Shares of the Company, to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of a preferential issue on a private placement basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the Preferential Issue in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

## i) Objects of the Issue

The Company intends to issue and allot a maximum of 41,06,181 Equity Shares, as consideration towards the acquisition of ordinary shares of Vinpai, a French société anonyme ("**Swap Shares**"), determined in accordance with the terms of the SPA, pursuant to a share swap arrangement, by way of a preferential issue on a private placement basis to the Investors.

#### ii) Relevant Date

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for the Equity Shares to be issued is Monday, September 29, 2025, i.e. 30 (thirty) days prior to the date of the Postal Ballot.

## iii) Basis or justification for the price (including the premium if any) that has been arrived at the price at which security is being offered

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the SEBI ICDR Regulations, the issue price at which the Equity Shares can be issued is ₹ 247.69/-, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 247.69/- per Equity Share; and
- b) 10 (ten) trading days volume weighted average price of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 225.37/- per Equity Share.

The articles of association of the Company does not provide for any method of determination for valuation of shares which could result in floor price higher than the price determined pursuant to the SEBI ICDR Regulations.

The Board has approved the issue price of ₹ 247.69/- for issue of fully paid-up Equity Shares, by way of Preferential Issue as per Chapter V of SEBI ICDR Regulations.

Since the proposed Preferential Issue is not expected to result in a change of control or the allotment of more than 5% of the post-issue fully diluted share capital of the Company to any allottee or group of allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer for price determination.

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Investors within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would continue to be locked-in, till the time such amount is paid by the Investors.

### iv) The class or classes of persons to whom the allotment is proposed to be made

Equity Shares are proposed to be issued and allotted by way of the Preferential Issue to the Investors, belonging to the 'Non-Promoter' (i.e. Public) category, as detailed in the resolution. None of the promoters, promoter group, directors, key managerial personnel or senior management of the Company, will be subscribing in the Preferential Issue.

## v) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the financial year ending March 31, 2025, till the date of this Notice.

## vi) Kind of securities offer and maximum number of securities to be issued. Amount which the company intends to raise by way of such securities

Kind of security: Equity Shares.

Sr. No.	Name of the Investor(s)	Maximum number of Equity Shares proposed to be allotted	Consideration (in ₹)
1.	Cyrille Damany	12,50,161	30,96,52,378.09
2.	Philippe Le Ray	7,76,510	19,23,33,761.90
3.	Alexandre Moranville	3,47,263	8,60,13,572.47
4.	Chris Project	12,71,855	31,50,25,764.95
5.	Saffelberg Investments	4,60,392	11,40,34,494.48
	Total	41,06,181	101,70,59,971.89

The Preferential Issue is being undertaken pursuant to a share swap arrangement in accordance with the SPA. Accordingly, Company is not raising is amount expect to the extent of consideration towards the swap arrangement.

### vii) Shareholding pattern of the issuer before and after preferential issue:

The shareholding pattern of the Company before and after the Preferential Issue is as follows:

S.	Category of shareholder(s)	Pre – I	ssue	Post –	Issue	
No.		(based on BENPOS dated September 26, 2025)				
		No. of shares	% of share	No. of shares	% of share	
		held	holding	held	holding	
Α	Promoters & promoter group holding					
1	Indian					
a)	Individual	1,98,67,080	10.57	1,98,67,080	10.34	
b)	Bodies Corporate	94,23,300	5.01	94,23,300	4.91	
c)	Others	-	-	-		
	Sub-Total (A)(1)	2,92,90,380	15.58	2,92,90,380	15.25	
2	Foreign	6,29,73,673	33.50	6,29,73,673	32.78	
	Sub-Total (A)(2)	6,29,73,673	33.50	6,29,73,673	32.78	
	Total Promoters & Promoter Group Holding (A)	9,22,64,053	49.08	9,22,64,053	48.03	
В	Non-Promoters Holding					
1	Institutional Investors	1,42,45,868	7.58	1,42,45,868	7.42	
	Sub-Total (B)(1)	1,42,45,868	7.58	1,42,45,868	7.42	
2	Non-Institutions					
	Private corporate bodies	1,35,19,961	7.19	1,35,19,961	7.04	
	Directors and relatives	45,18,574	2.40	45,18,574	2.35	
	Indian public	5,57,52,157	29.66	5,57,52,157	29.02	
	Others (including NRIs)*	76,79,819	4.09	1,17,86,000	6.14	
	Sub-Total (B)(2)	8,14,70,511	43.34	8,55,76,692	44.55	
	Total Public Shareholding (B)	9,57,16,379	50.92	9,98,22,560	51.97	
	Total (A)+(B)	18,79,80,432	100.00	19,20,86,613	100.00	

<sup>\*</sup> Includes Preferential Issue made to the Investors.

### viii) Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s) or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time

### ix) Principal terms of assets charged as securities

Not applicable.

x) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as

To the extent relevant and applicable, the material terms are mentioned in point nos. (i), (iii), (iv), (vii), (viii), (xiii), (xvi) and (xvii) of this explanatory statement. The Equity Shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

# xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Investors, wherever applicable.

Sr. No.	Name of proposed allottee/Investor	Name of ultimate beneficial owner		Category
1	Cyrille Damany		-	Individual
2	Philippe Le Ray		-	Individual
3	Alexandre Moranville		-	Individual
4	Chris Project	1. Christian Emile Charles Jouno		Individual(s)
		2. Steven Anthony Francois Jouno		
		3.	Caroline Nathalie Pauline Jouno	

Sr. No.	Name of proposed allottee/Investor		Name of ultimate beneficial owner	Category
5	Saffelberg Investments	1. Tom Chris J. Sluys		Individual(s)
		2.	Margot Camilla L. Sluys	
		3.	Lili Emma T. Sluys	

For cases where proposed allottees are individuals, the above details are not applicable.

## xii) The percentage of the post-preferential issue capital that may be held by the Investors and change in control, if any, in the Company consequent to the Preferential Issue:

Sr.	Name of the proposed allottee/Investor	Pre-preferent	tial shareholding	Post-preferential shareholding				
No.		No of securities	% of shareholding	No of securities	% of shareholding			
	Public Category							
1	Cyrille Damany	0	0.00	12,50,161	0.65			
2	Philippe Le Ray	0	0.00	7,76,510	0.41			
3	Alexandre Moranville	0	0.00	3,47,263	0.18			
4	Chris Project	0	0.00	12,71,855	0.66			
5	Saffelberg Investments	0	0.00	4,60,392	0.24			
	Total	0	0.00	41,06,181	2.14			

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the proposed Preferential Issue.

## xiii) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Not Applicable.

#### xiv) Undertaking:

The Company hereby undertakes that:

- a) The Company and none of its directors or promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations;
- b) None of the directors or promoters of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- c) The Company is eligible to make the Preferential Issue to the Investors under Chapter V of the SEBI ICDR Regulations;
- d) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- e) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by allottees; and
- g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

### xv) The current and proposed status of the Allottee(s) post Preferential Issue namely, promoter or non-promoter

As mentioned above, the Investors of the Equity Shares are individuals and corporates, and belong to non-promoter (public) category, and such status will continue to remain the same post the Preferential Issue.

### xvi) Valuation and Justification for the allotment proposed to be made for consideration other than cash

The Company intends to issue and allot a maximum of 41,06,181 Equity Shares, as consideration towards the acquisition of ordinary shares of Vinpai, a French société anonyme, determined in accordance with the terms of the SPA, pursuant to a share swap arrangement, by way of a preferential issue on a private placement basis.

The Board has approved the issue price of ₹ 247.69/- for issue of fully paid-up Equity Shares, by way of Preferential Issue as per Chapter V of SEBI ICDR Regulations.

Since the proposed Preferential Issue is not expected to result in a change of control or the allotment of more than 5% of the post-issue fully diluted share capital of the Company to any allottee or group of allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer for price determination.

Name of the valuer: Sundae Capital Advisors Private Limited - Category I Merchant Banker registered with SEBI IBBI Registered

Valuer (SFA)

Address: 1177, 11th Floor, VEGAS, Plot No. 6 Sector 14 (North), Dwarka City Centre New Delhi - 110 075

## xvii) Lock-in period

The Equity Shares to be issued and allotted by way of the Preferential Issue, shall be subject to lock-in in accordance with SEBI ICDR Regulations.

#### xviii)Practicing Company Secretary's Certificate

The certificate from M/s. JHR & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, is available on the website of the Company at the following web link: <a href="https://www.camlinfs.com/investor-relations/home/corporate\_announcements">https://www.camlinfs.com/investor-relations/home/corporate\_announcements</a>.

#### xix) Listing

The Company will make an application to the Stock Exchanges where the existing shares are listed, for listing of the Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

### xx) Payment of Consideration

The issue of Equity Shares is by way of consideration other than cash.

#### xxi) Other disclosures

- a) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- b) The Investors have further confirmed that they are eligible under the SEBI ICDR Regulations to participate in the Preferential Issue.
- c) The Company shall be making application seeking in-principle approval to the Stock Exchange(s) where its Equity Shares are listed on the same day when this Notice will be sent for seeking Members approval by way of special resolution.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the equity shares to the Investors is being sought by way of special resolution in the Notice. The issue of the Equity Shares would be within the existing authorised share capital of the Company.

The Board of Directors believe that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommend the resolution in the Notice for approval by the Members of the Company as special 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: September 29, 2025

By Order of the Board For Camlin Fine Sciences Limited

Rahul Sawale Company Secretary & VP – Legal