



Camphor & Allied Products Ltd.

H. O. : Jehangir Bldg., 2nd Floor, 133 M.G. Road, Mumbai - 400001 India
T : 91 22 43214000 F : 91 22 43214099 E : sales@camphor-allied.com
CIN : L17299GJ1972PLC011626

Dated: 13.04.2016

Department of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Scrip Code: 500078

Scrip ID: CAMPHOR

Sub: Notice of Postal Ballot

We wish to inform you that Camphor & Allied Products Ltd. is seeking consent of its members through Postal Ballot, which includes voting by electronic means, inter-alia for the following special business:

Approval of shifting of the Registered office of the Company from the state of Gujarat to the state of Maharashtra.

In this regard, please find attached the Notice of Postal Ballot/ E-voting and Postal Ballot Form.

In Compliance with the Listing Regulations and provisions of the Companies Act, 2013, e-voting facility is being provided to all members which would enable them to cast their votes electronically. The Company has engaged CDSL for providing the e-voting facility through its platform.

The Cut-off date as on which the voting rights of the members is reckoned is 8th April 2016.

Voting through physical and electronic means shall commence on Thursday 14th April 2016 at 9:00 a.m. and will end on Friday, 13th May, 2016 at 5:00 p.m.

We request you to kindly take note of the aforesaid and acknowledge receipt.

Thanking you,
For Camphor & Allied Products Limited

Kiranpreet Gill
Company Secretary cum Compliance Officer



Enclosures: as above



CAMPBOR & ALLIED PRODUCTS LIMITED

CIN : L17299GJ1972PLC011626

Registered office : Plot No. 3, GIDC Industrial Estate, Nandesari - Vadodara - Gujarat - 391 340
W: www.camphor-allied.com E: grievance@camphor-allied.com T : +91 265 2840251 F: +91 265 2840224

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made under Companies (Management and Administration) Rules, 2014, and Secretarial Standard-2, to transact the following special business mentioned in the Resolution appended to this notice to be passed by way of Postal Ballot / E-voting:

SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF MAHARASHTRA.

The relevant Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors has appointed M/s Samdani Shah & Associates, Practising Company Secretary as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner. You are requested to read the instructions printed on the Form and return the same along with assent (**FOR**) or dissent (**AGAINST**) through e-voting or by filling necessary details and affixing your signatures at the designated place in the Form and return the same in the original, duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the scrutinizer not later than close of working hours i.e 5:00 p.m on 13.05.2016.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or Managing Director of your Company.

As required under the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) and SS-2, advertisement for dispatch of notice and e-voting will be published in the newspaper specifying the relevant matters therein.

The combined results of the e-voting and Postal Ballot will be announced by the Chairman or Managing Director of the Company on 16.05.2016 at the Registered Office/ Corporate Office of the Company. The declaration /announcement of the results by the Chairman as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable Rules thereunder. After the above declaration, the results will be intimated to the stock exchanges, where the Company's shares are listed and will be displayed at the Company's website viz., www.camphor-allied.com.

SPECIAL BUSINESS:

APPROVAL OF SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF MAHARASHTRA.

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION;

"RESOLVED THAT subject to the provisions of Section 12, 13 and Section 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the central government and such other approvals, permissions and sanction, as may be required from time to time, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Gujarat to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as follows:

II. The Registered office of the company will be situated in the State of Maharashtra.

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from Plot No. 3, GIDC Ind. Estate, Nandesari, Vadodara - 391 340 situated under the jurisdiction of the Registrar of Companies, Gujarat to 133, Jehangir Building, 2nd Floor, Mahatma Gandhi Road, Mumbai - 400 001 situated under the jurisdiction of Registrar of Companies, Mumbai.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to and make and accept such conditions,

[Handwritten Signature]



modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By order of the Board
For **Camphor & Allied Products Ltd.**

Sd/-
Dharmil A. Bodani
Managing Director
(DIN: 00618333)

Place: Mumbai
Date: 04.04.2016

Notes:

- I. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Resolution is annexed hereto.
- II. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, April 8th 2016.
- III. In compliance of the provisions of Section 108, 110 of the Companies Act, 2013 and the rules of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited (CDSL). E-voting is available from 14.04.2016 to 13.05.2016. Members are requested to refer to instructions for e-voting, appended to this Notice.
- IV. As per Section 110 of the Act, read with Rules of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Shareholders through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith physical Form through courier / post. Member who have received Postal Ballot Notice by email and who wish to vote through physical Form may do so by requesting Company or downloading the Form from the Company's website www.camphor-allied.com.
- V. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot then please do not cast your vote by e-voting and vice – versa. In case members cast their votes both by Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Ballot shall be considered invalid.
- VI. A member cannot exercise his vote by proxy on postal ballot.
- VII. Any queries/ grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Ms. Kiranpreet Gill, Company Secretary cum Compliance Officer of the Company at Corporate Office situated at 133, Jehangir Building, 2nd Floor, Mahatma Gandhi, Fort, Mumbai – 400 001 or by sending an e-mail at grievance@camphor-allied.com.
- VIII. **PROCESS FOR SHAREHOLDERS OPTING FOR E-VOTING:**
The instructions for shareholders voting electronically are as under:
 - (i) the voting period begins on Thursday, 14th April 2016 at 9:00 a.m. and ends on Friday, 13th May 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th April 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant CAMPHOR AND ALLIED PRODUCTS LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.





CAMPHOR & ALLIED PRODUCTS LIMITED

CIN : L17299GJ1972PLC011626

Registered office : Plot No. 3, GIDC Industrial Estate, Nandesari – Vadodara – Gujarat – 391 340

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Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF MAHARASHTRA.

As per Clause II of the Memorandum of Association, presently the Registered Office of the Company is situated in the state of Gujarat.

The Board of Directors feel that the shifting of the registered office is in the best interest of the company, shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the company. This shifting would provide administrative convenience, as majority of the Directors are based in Mumbai. In connection to this, your Board of Directors has decided in their Board Meeting held on 4th April 2016, that the Registered Office of the Company be shifted from the State of Gujarat to the State of Maharashtra i.e from Plot No. 3, GIDC Ind. Estate, Nandesari, Vadodara – 391 340, Gujarat to 133, Jehangir Building, 2nd Floor, Mahatma Gandhi Road, Mumbai – 400 001, Maharashtra.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution by postal Ballot and further requires approval by Regional Director of Central Government and such other authorities as may be applicable. A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the Company on any working day during office hours from 9.00 A.M. to 5:00 P.M.

Therefore your Board of Directors recommends passing the resolution as Special Resolution for shifting the registered office from the state of Gujarat to the State of Maharashtra and for altering Clause II of the Memorandum of Association of Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board
For Camphor & Allied Products Ltd.

Sd/-
Dharmil A. Bodani
Managing Director
(DIN : 00618333)

Place: Mumbai
Date:04.04.2016





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POSTAL BALLOT FORM

Sr.

1. Name and Registered Address of the sole / first named Member
2. Name(s) of Joint-Holder(s), if any (in block letters)
3. DP ID No. / Client ID No. / Registered Folio No /
4. Number of equity share(s) held
5. I/ We hereby exercise my/ our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice dated 4th April 2016 by sending my/our Assent or dissent to the said Resolutions by placing a tick mark (\checkmark) at the appropriate box below:

Description	Number of shares held	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
Approval for Shifting of Registered Office of the Company from the State of Gujarat to State of Maharashtra and Alteration of the Memorandum of Association of the Company.			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/ Sequence Number
160407003		

Note: Please read the instructions printed overleaf carefully before filling this Form or e-voting.

Signature



INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the attached self - addressed postage prepaid envelope. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members, will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer,
3. This form should be completed and signed by the member. In case of Joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form, should be accompanied by certified copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self -addressed postage prepaid envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for each of the Resolution, as the case may be, before mailing the Postal Ballot Form.
7. There will be only one Postal Ballot Form for every folio irrespective of the member of Joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
8. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour against.
9. Duly completed postal ballot Form should reach the Scrutinizer not later than 5:00 pm, Friday, 13th May 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the members has not been received.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 8th April 2016.
11. Votes will be considered invalid on the following grounds:
 - (i) If the members signature does not tally.
 - (ii) If the member has marked all his shares both in favour and also against the resolutions.
 - (iii) If the Ballot paper is unsigned.
 - (iv) If the Ballot paper is filled in pencil or signed in pencil
 - (v) If the Ballot paper is torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
12. The Scrutineer's decision on the validity of the Postal Ballot will be final.

