



Camphor & Allied Products Ltd.

Regd. Off. / H. O. : 133, Jehangir Bldg., 2nd Floor, Mahatma Gandhi Road,
Mumbai - 400001, Maharashtra, India. T : 91 22 43214000 F : 91 22 43214099
E : grievance@camphor-allied.com CIN : L17299MH1972PLC285731

Date: 02.09.2017

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code – 500078

Sub: Submission of Notice of 45th Annual General Meeting under Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 and Intimation of Book Closure

Dear Sir / Madam,

We hereby wish to inform you that the 45th Annual General Meeting of the members of the Company will be held on Monday 25th September, 2017 at 10:00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12K, Dubhash Marg, Near Kala Ghoda, Fort, Mumbai - 400 001.

Pursuant to Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit Notice of the 45th Annual General Meeting of the Company that was sent to all the shareholders in the permitted mode. The notice has also been placed on our website www.camphor-allied.com.

We further inform that the Register of Members & Share Transfer Books will remain closed from Saturday, 16th September, 2017 to Monday, 25th September, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM) and payment of dividend, if approved at the ensuing 45th AGM of the members of the Company.

You are requested to take note of the above and acknowledge the receipt.

Thanking you,
Yours faithfully,

For Camphor and Allied Products Limited


Kiranpreet Gill

Company Secretary & Compliance Officer



ISO 9001



ISO 14001



OHSAS 18001

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the members of Camphor and Allied Products Limited will be held on Monday, 25th September, 2017 at 10:00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12 K, Dubhash Marg, Kala Ghoda, Fort, Mumbai-400001 to transact the following business:

ORDINARY BUSINESS**1. Adoption of the Annual Audited Financial Statements and Reports thereon**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare dividend on Equity shares of the Company.

The Board of Directors has recommended a dividend of ₹ 1.50 (i.e 15 %) per equity Share of face value of ₹ 10 each.

3. Appointment of a Director in place of one retiring by rotation

To appoint a Director in place of Mr. Shyamal A Bodani (DIN: 00617950) who retires by rotation and being eligible, offers himself for re-appointment.

4. Ratification of appointment of Auditors

To ratify the appointment of Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, and in terms of the resolution passed by the members at the 42nd Annual General Meeting held on 26th September 2014, the appointment of M/s. Lodha & Co., (Firm Registration No. 301051E), Chartered Accountant as the Statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 46th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, be and is hereby ratified."

SPECIAL BUSINESS**5. Ratification of remuneration of Cost Auditor**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 1,30,000/- (Rupees One lakh thirty thousand only) per annum, plus service tax and re-imbusement of out of pocket expenses as approved by the Board of Directors based on recommendations of Audit Committee of the Company, to be paid to M/s V. J. Talati & Co. (Firm Registration No. R00213), Cost Accountants, for the conduct of the audit of the cost accounting records of the Company, for the financial year ending 31st March, 2018, be and is hereby ratified and confirmed.

6. Revision in the terms of appointment of Mr. Dharmil A. Bodani, Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of the resolution previously passed by the shareholders in their meeting held on 27th September 2013 and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the revised terms of appointment (remuneration) of Mr. Dharmil A. Bodani (DIN: 00618333), Managing Director of the Company to the extent and in such manner as set out herein below:

Remuneration not exceeding ₹ 17,50,000/- (Rupees Seventeen Lakh Fifty Thousand only) per month with effect from 1st April, 2017

RESOLVED FURTHER THAT Mr. Dharmil A. Bodani (DIN: 00618333), Managing Director of the Company be paid remuneration as the Board of Directors based on recommendations of Nomination and Remuneration Committee may from time to time determine, within the limits as stated above, in conformity with the provisions of the Act, the rules and regulations made thereunder and in accordance with the limits specified in Schedule V of the Act and any amendment thereto.

RESOLVED FURTHER THAT all the terms of appointment shall remain the same as are set out in the Agreement, subject however to the modifications to be made therein as mentioned hereinabove.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

7. Revision in the terms of appointment of Mr. Shyamal A. Bodani, Executive Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in partial modification of the resolution previously passed by the shareholders in their meeting held on 27th September 2013 and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the revised terms of appointment (remuneration) of Mr. Shyamal A. Bodani (DIN: 00617950), Executive Director of the Company to the extent and in such manner as set out herein below:

Remuneration not exceeding ₹ 13,00,000/- (Rupees Thirteen Lakh only) per month with effect from 1st April, 2017.

RESOLVED FURTHER THAT Mr. Shyamal A. Bodani (DIN: 00617950), Executive Director of the Company be paid remuneration as the Board of Directors based on recommendations of Nomination and Remuneration Committee may from time to time determine, within the limits as stated above, in conformity with the relevant provisions of the Act, the rules and regulations made thereunder and in accordance with the limits specified in Schedule V of the Act and any amendment thereto.

RESOLVED FURTHER THAT all the terms of appointment shall remain the same as are set out in the Agreement, subject however to the modifications to be made therein as mentioned hereinabove.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

8. Appointment of Mr. Satish Kumar Ray as a Whole –time Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mr. Satish Kumar Ray (DIN: 07904910) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 16th August, 2017 and who holds office up to date of this 45th Annual General Meeting of the Company in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 from a Member proposing Mr. Satish Kumar Ray’s candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, consent of the Members be and is hereby accorded to the appointment of Mr. Satish Kumar Ray (DIN: 07904910) as a Whole-time Director designated as ‘Executive Director-Operations’ of the Company, for a period of 5 years with effect from 16th August 2017 on the remuneration as may be approved by the Board of Directors subject to a maximum remuneration of ₹ 36,00,000 (Rupees Thirty Six Lakh only) per annum and on such terms and conditions as set out in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

9. Appointment of Mr. Animesh Dhar as a Whole –time Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mr. Animesh Dhar (DIN: 07905777) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 16th August, 2017 and who holds office up to date of this 45th Annual General Meeting of the Company in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 from a Member proposing Mr. Animesh Dhar’s candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, consent of the Members be and is hereby accorded to the appointment of Mr. Animesh Dhar (DIN: 07905777) as a Whole-time Director of the Company designated as 'Executive Director-Operations' of the Company for a period of 5 years with effect from 16th August 2017 on the remuneration as may be approved by the Board of Directors subject to ₹ 36,00,000 (Rupees Thirty Six Lakh only) per annum and on such terms and conditions as set out in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

10. Dispatch of documents by specific mode

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions of the Companies Act 2013 ("the Act") read with relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded for dispatch of the documents, notices, annual reports, correspondence in a specific mode i.e speed post, registered post or any other mode, as allowed under the provisions of the Act, to the shareholders from whom the Company may receive such request from time to time, by charging the actual expenses incurred by the Company for dispatching such documents or correspondences to the shareholder or such other amount or course of action as may be decided by the Board of Directors from time to time."

11. Adoption of Articles of Association

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the draft Articles of Association as submitted to this meeting be and are hereby approved and adopted as the Articles of Association of the Company with effect from the date of this meeting, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

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

**By order of the Board of Directors
For Camphor and Allied Products Limited**

**Kiranpreet Gill
Company Secretary**

**Place: Mumbai,
Dated: 16th August, 2017**

Registered Office:
133, Jehangir Building
2nd Floor, Mahatma Gandhi Road,
Mumbai- 400001.
CIN: L17299MH1972PLC285731
E-mail: grievance@camphor-allied.com

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

This instrument appointing proxy in order to be effective should be lodged at the Registered Office of the Company not less than forty- eight hours before the time of the meeting. A blank proxy form is sent herewith. Pursuant to section 105 of the act a person shall not act as proxy for more than fifty members & holding in aggregate not more than ten percent of the total share capital of the Company. However a single person may act as a proxy for a member holding more than ten percent of the total share capital of the Company provided that such person shall not act as a proxy for any other person. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday 16th September, 2017 to Monday, 25th September, 2017 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and as per the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for annual closing and determining the entitlement of the shareholders to the dividend for financial year (FY) 2016-17.
4. The Dividend as recommended by the Board of Directors, if approved, will be paid on or after 30th September, 2017 to all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours and to the shareholders (holding shares in physical form) whose name stand on the Register of Members of the Company on Friday, 15th September, 2017
5. Members are requested to en-cash their Dividend Warrants immediately on their receipt, as dividends remaining unclaimed for seven years from the date of transfer to the company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established by the Central Government, as per Section 125 of the Companies Act, 2013.
6. The provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules) are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. The Company has transferred the unpaid or unclaimed dividends declared upto Financial year 2008-2009, from time to time, to Investor Education and Protection Fund (IEPF) established by Central Government. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the 44th Annual General Meeting held on 23rd September 2016, on the website of the IEPF viz. www.iepf.gov.in and on the website of the Company under "Investors Relations Section" on the website of the Company.
7. Under the system of payment of dividend through NECS, the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of warrant in transit or its fraudulent encashment. Shareholders holding shares in physical form and desirous of availing NECS facility are requested to furnish particulars of their bank account (including 9 digit MICR code) to the Company's Registrar & Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited and in respect of shares held in demat (electronic) form such particulars should be furnished to respective Depository Participants.
8. All the documents referred to in this notice are open for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m., upto the date of the Annual General Meeting and during the time of the Meeting.
9. The facility for voting through Ballot paper shall be made available at the venue of the meeting and only the Members attending the meeting who have not cast their vote through remote e-voting shall be entitled to vote at the meeting.
10. The Members holding shares in physical form are requested to notify immediately change in their address, bank account details, NECS mandate if any, to the Company's Registrars and Share Transfer Agents, M/s Sharex Dynamic (India) Private Limited, Unit No. I, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai- 400072. Members holding shares in demat account (electronic form) may notify changes to the Depository Participants.
11. The Shares of the Company are under compulsory demat list of Securities and Exchange Board & India (SEBI) and therefore trading in equity shares can be done only in demat form. In case members have not demated their shares, they may do so by opening account with any Depository Participant and completing the dematerialization procedures
12. Non- Resident Indian members are requested to inform Sharex Dynamic (India) Private Ltd, immediately of:
 - i) Change in their residential status on return to India for permanent settlement.
 - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat

account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

15. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are, therefore, requested to submit their 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 its Registrar and Share Transfer Agent M/s Sharex Dynamic (India) Private Limited.
16. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and Schedule V to the Companies Act, 2013.
17. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company /Depository Participant(s) for communication purposes unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
18. Members may also note that the Annual Report for FY 2016-17 including Notice of the 45th Annual General Meeting will also be available on the Company's website i.e. www.camphor-allied.com for their download.
19. Members are requested to bring their copies of the Annual Report along with Attendance Slip at the time of attending the Annual General Meeting
20. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf
21. 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. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share Certificates to Sharex Dynamic (India) Private Limited, for consolidation into a single folio.
22. Voting through electronic means:

In terms of Section 108 of the Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares as on Cut-off Date ["Cut-off Date" means a date not earlier than 7 days before the date of general meeting for determining the eligibility to vote by electronic means or in the general meeting], i.e. Monday, 18th September, 2017 to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

Information and instructions relating to remote e-voting are as under:

- (i) The voting period begins on Friday, 22nd September 2017 at 9.00 a.m. and ends on Sunday 24th September 2017 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 of Monday, 18th September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "Camphor and Allied Products Limited" on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(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.
23. The Voting rights of the members shall be in proportion to their shares of the paid up capital of the company as on the cut off date of 18th September, 2017.
24. M/s Shreyans Jain & Co. has been appointed as the scrutinizer to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in fair and transparent manner.
25. The Scrutiniser shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of atleast two witness not in the employment of the Company. The Scrutiniser shall not later than three days of conclusion of the meeting, submit a Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
26. The results as declared by the Chairman or a person authorized by him in writing along with the scrutinizer’s Report shall be immediately placed on the website of the Company i.e www.camphor-allied.com after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.

**By order of the Board of Directors
For Camphor and Allied Products Limited**

**Kiranpreet Gill
Company Secretary**

**Place: Mumbai
Dated: 16th August, 2017**

Registered Office:
133, Jehangir Building
2nd Floor, Mahatma Gandhi Road, Mumbai- 400001.
CIN: L17299MH1972PLC285731
E-mail:grievance@camphor-allied.com

Pursuant to Regulation 36 of the SEBI (LODR) Regulations 2015, the details of directors proposed to be appointed/re-appointed at the ensuing 45th Annual General Meeting are given below:

Name of the Director	Mr. Shyamal A. Bodani	Mr. Satish Kumar Ray	Mr. Animesh Dhar
Date of Birth	22 nd September, 1980	22 nd February, 1971	10 th March, 1962
DIN	00617950	07904910	07905777
Original date of Appointment	22 nd August 2008	16 th August 2017	16 th August 2017
No. of Equity shares held as on 31 st March, 2017	Nil	Nil	Nil
Qualification	B.A. (Hons.) International Business Studies, London, U.K.	B.A.(Economics Hons.), Diploma in Computer Application & Master of Business Administration.	B. Tech (Chemical Tech)
Expertise in Specific Functional Area	<p>Mr. Shyamal A. Bodani, Executive Director of the Company has over 14 years of experience. He undertakes local as well as overseas marketing sales and export promotion etc. and is actively involved in financial activities of the Company.</p> <p>Mr. Shyamal A. Bodani is responsible for ensuring that any project; be it a new plant, expansion of an existing plant, a new quality system or any other project is completed well before time and at lesser costs than budgeted at the start. Mr. Shyamal is the head of execution for the whole group.</p> <p>Apart from this very crucial role in the organization, he plays a key role in the formation and implementation of strategy of the chemicals division (especially from the sales and marketing perspective).</p>	Having 21 years of experience in different fields like Policy Formulation, Advisory, Planning, and Executive Task related to HR, Commercial, Purchase, Store, Sales, Supply Chain, Indirect Taxation, Custom, DGFT, GST, Insurance and claim management, etc.	Having 29 years of strong industrial experience in different areas like Production of fine & heavy chemicals, Specialty & perfumery chemicals, Product Development & scaling up, Systems Improvement, Strategic Cost control, Energy Conservation, Technical Service etc. Also having strong experience in implementation of small, medium and big size Organic & Inorganic chemicals projects including brown field projects.
Directorships held in other listed Companies	Nil	Nil	Nil
Chairmanships/ Memberships of the Committee(s) in other Listed Companies	Nil	Nil	Nil
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	Mr. Dharmil A. Bodani-Brother	None	None

*Only two committees namely Audit Committee and Stakeholders' Relationship Committee have been considered.

Note: Route Map to the venue of the 45th Annual General Meeting has been given on the last (cover) page.

**By order of the Board of Directors
For Camphor and Allied Products Limited**

**Place: Mumbai
Dated: 16th August, 2017**

**Kiranpreet Gill
Company Secretary**

**ANNEXURE FORMING PART OF THE NOTICE
(Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013)**

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

ITEM NO. 5:

Section 148(1) of the Companies Act, 2013 inter-alia provides that the Central Government may direct audit of Cost records of class of Companies as may be prescribed. In pursuance of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is cost accountant in practice or a firm of cost accountants in practice as cost auditor, on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the members.

On recommendation of Audit Committee in its meeting held on 30th May 2017, the Board has considered and approved the appointment of M/s V. J. Talati & Co., (Firm Registration No. R00213) Cost Accountants for the conduct of the audit of cost records made and maintained by the company, at the remuneration of ₹ 1,30,000 (Rupees One lakh thirty thousand only) plus Service Tax & re-imbursment of out-of-pocket expenses for the financial year ending 31st March, 2018.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board Recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval and ratification by the members of the Company.

ITEM NO. 6:

In the Annual General Meeting held on 27th September 2013, the members had approved the reappointment of Mr. Dharmil A. Bodani as Managing Director of the Company for a period of 5 years on the terms and conditions as contained in the agreement entered into between the Company and Mr. Dharmil A. Bodani, with a specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration (Salary of ₹ 48,00,000/- per annum and perquisites).

In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee in its meeting held on 30th May 2017 has recommended an increase in the salary of Mr. Dharmil A. Bodani with effect from 1st April 2017.

Your Directors have recommended a ceiling on remuneration of ₹ 2,10,00,000/- (Rupees Two Crore and Ten Lakh only) per annum. Other terms and conditions of the appointment of Mr. Dharmil A. Bodani shall remain same as contained in the agreement entered into between the Company and Mr. Dharmil A. Bodani.

The main terms and conditions of remuneration of Mr. Dharmil A. Bodani are as under:

1. Remuneration:

- a) **Salary:** ₹ 8,00,000 - ₹12,00,000/- per month.
Other terms of remuneration of the Managing Director shall be under:
- b) **Incentive Remuneration:** Such incentive remuneration not exceeding 100% of the annual salary to be paid at the discretion of the Board annually, based on certain performance criteria.
- c) **Commission:** Such remuneration by way of Commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013. The specific amount payable to the Managing Director will be based on certain performance criteria, to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board of Directors and adopted by the members.
- d) **Perquisites:** Perquisites will be allowed to the Managing Director, in addition to the salary and commission. For this purpose, the perquisites are classified into three categories, Part A, B and C.

PART A

- I **Housing:** Company owned/rented accommodation as may be decided by the Board. In case where the Company owned/rented accommodation is provided, maintenance and repairs allowance of ₹ 3,00,000/- p.a. shall also be paid to the Managing Director. The expenditure incurred by the Company on gas, electricity, water and furnishing if provided shall be valued as per the Income Tax rules 1962.

- ii. **Medical Reimbursement:** Reimbursement of expenses incurred by the Managing Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years.
- iii. **Leave Travel Concession:** Leave Travel Concession for Managing Director and his family once in a year incurred in accordance with the rules of the Company.
- iv. **Club Fees:** Fees of one club. This will not include admission and life membership fees.

PART B

- i. **Provident Fund and Superannuation Fund:** Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time. Contribution to these funds will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- ii. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

- i. **Car:** Provision of car for use on Company's business.
- ii. **Telephone:** Provision of Telephone and internet at residence and mobile phone will not be considered as a perquisite.

OTHER BENEFITS TO THE MANAGING DIRECTOR:

- a. Leave as per rules in force in the Company from time to time.
 - b. Benefits under other Schemes including any insurance policy, in accordance with the practices, rules and regulations in force from time to time.
 - c. Such other benefits as may be provided by the Company to other senior officers from time to time.
2. **Minimum Remuneration:** If in any financial year, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites will be subject to the ceilings and the conditions set out in Section II of Part II of Schedule V of the Companies Act 2013.

Mr. Dharmil A. Bodani is interested in the resolution to the extent of remuneration, perquisites and benefits, he would enjoy and Mr. Shyamal A. Bodani being his relative is also concerned or interested, in the resolution set out at Item No.6 of the notice.

None of the other Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board Recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members of the Company.

ITEM NO. 7

In the 41st Annual General Meeting held on 27th September 2013, the members had approved the reappointment of Mr. Shyamal A. Bodani as an Executive Director of the Company for a period of 5 years on the terms and conditions as contained in the agreement entered into between the Company and Mr. Shyamal A. Bodani, with a specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration upto a maximum amount of ₹ 40,00,000 per annum.

In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee in its meeting held on 30th May 2017 has recommended an increase in the salary of Mr. Shyamal A. Bodani with effect from 1st April 2017.

Your Directors have recommended a ceiling on remuneration of ₹ 1,56,00,000/- (Rupees One Crore and Fifty Six Lakh only) per annum. Other terms and conditions of the appointment of Mr. Shyamal A. Bodani shall remain same as contained in the agreement entered into between the Company and Mr Shyamal A. Bodani

The main terms and conditions of remuneration of Mr. Shyamal A. Bodani are as under:

1. Remuneration:

- a) **Salary:** ₹ 4,00,000 - ₹ 9,00,000/- per month.
Other terms of remuneration of the Executive Director shall be under:
- b) **Incentive Remuneration:** Such incentive remuneration not exceeding 100% of the annual salary to be paid at the discretion of the Board annually, based on certain performance criteria.

- c) **Commission:** Such remuneration by way of Commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act 2013. The specific amount payable to the Executive Director will be based on certain performance criteria, to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board of Directors and adopted by the members.
- d) **Perquisites:** Perquisites will be allowed to the Executive Director, in addition to the salary and commission. For this purpose, the perquisites are classified into three categories, Part A, B and C.

PART A

- i. **Housing:** Company owned/rented accommodation as may be decided by the Board. In case where the Company owned/rented accommodation is provided, maintenance and repairs allowance of ₹ 3,00,000/- p.a. shall also be paid to the Managing Director. The expenditure incurred by the Company on gas, electricity, water and furnishing if provided shall be valued as per the Income Tax rules 1962.
- ii. **Medical Reimbursement:** Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years.
- iii. **Leave Travel Concession:** Leave Travel Concession for Executive Director and his family once in a year incurred in accordance with the rules of the Company.
- iv. **Club Fees:** Fees of one club. This will not include admission and life membership fees.

PART B

- i. **Provident Fund and Superannuation Fund:** Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time. Contribution to these funds will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- ii. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

- i. **Car:** Provision of car for use on Company's business.
- ii. **Telephone:** Provision of Telephone and internet at residence and mobile phone will not be considered as a perquisite.

OTHER BENEFITS TO THE EXECUTIVE DIRECTOR:

- a. Leave as per rules in force in the Company from time to time.
- b. Benefits under other Schemes including any insurance policy, in accordance with the practices, rules and regulations in force from time to time.
- c. Such other benefits as may be provided by the Company to other senior officers from time to time.

2. Minimum Remuneration:

If in any financial year, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites will be subject to the ceilings and the conditions set out in Section II of Part II of Schedule V of the Companies Act 2013.

Mr. Shyamal A. Bodani is interested in the resolution to the extent of remuneration, perquisites and benefits, he would enjoy and Mr. Dharmil A. Bodani being his relative is also concerned or interested, in the resolution set out at Item No.7.

None of the other Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board Recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members of the Company.

ITEM NO. 8

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 16th August 2017, appointed Mr. Satish Kumar Ray as an Additional Director of the Company with effect from 16th August 2017 and he holds office upto the date of this 45th Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013. At the same meeting, the Board of Directors appointed Mr. Satish Kumar Ray as a Whole-time Director designated as 'Executive Director-Operations' for a period of 5 years, subject to the approval of the Members.

Mr. Ray has 21 years of experience in different fields like Policy Formation, Advisory Planning and executive task related to HR, Commercial Purchase, Store, Sales, Supply chain, Taxation matters, Insurance and Claim Management etc. Mr. Ray possesses requisite knowledge, experience and skill for the position of director. As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume is furnished and forms a part of this Notice.

Mr. Ray has conveyed his consent to act as a Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mr. Ray for the office of Director of the Company along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013. Mr. Ray is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The present terms and conditions of appointment of Mr. Ray, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

1. Remuneration:

Remuneration of Mr. Ray will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting.

Your Directors have recommended a ceiling on remuneration of ₹ 36,00,000/- (Rupees Thirty Six Lakh only) per annum as under:

- a) Gross Salary of ₹ 3,00,000/- (Rupees Three Lakh Only) per month.
- b) Perquisites: Perquisites classified in the Part A & Part B are included in the gross salary as above and perquisites classified in Part C are in addition to salary of Mr. Satish Kumar Ray which are as under:

PART A

- i. **Medical Reimbursement:** Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.
- ii. **Leave Travel Concession:** Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.

PART B

- i. **Provident Fund and Superannuation Fund:** Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time. Contribution to these funds will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- ii. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

Telephone: Provision of Telephone and internet at residence and mobile phone will not be considered as a perquisite.

OTHER BENEFITS TO THE EXECUTIVE DIRECTOR:

- a. Leave as per rules in force in the Company from time to time.
- b. Benefits under other Schemes including any insurance policy, in accordance with the practices, rules and regulations in force from time to time.
- c. Such other benefits as may be provided by the Company to other senior officers from time to time.

2. Minimum Remuneration:

If in any financial year, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites will be subject to the ceilings and the conditions set out in Section II of Part II of Schedule V of the Companies Act 2013.

Except Mr. Ray none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolution.

The Board Recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members of the Company.

ITEM NO. 9

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 16th August 2017, appointed Mr. Animesh Dhar as an Additional Director of the Company with effect from 16th August 2017 and he holds office upto the date of this 45th Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013. At the same meeting, the Board of Directors appointed Mr. Animesh Dhar as a Whole-time Director designated as 'Executive Director-Operations' for a period of 5 years, subject to the approval of the Members.

Mr. Dhar has 29 years of strong industrial experience in different areas like Production of fine & heavy chemicals, Specialty & perfumery chemicals, Product Development & scaling up, Systems Improvement, Strategic Cost control, Energy Conservation, Technical Service etc.

Mr. Dhar possesses requisite knowledge, experience and skill for the position of director. As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume is furnished and forms a part of this Notice.

Mr. Dhar has conveyed his consent to act as a Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mr. Dhar for the office of Director of the Company along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013. Mr. Dhar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The present terms and conditions of appointment of Mr. Dhar, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

1. Remuneration:

Remuneration of Mr. Dhar will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting.

Your Directors have recommended a ceiling on remuneration of ₹ 36,00,000/- (Rupees Thirty Six Lakh only) per annum as under:

- a) Gross Salary of ₹ 3,00,000/- (Rupees Three Lakh Only) per month.
- b) **Perquisites:** Perquisites classified in the Part A & Part B are included in the gross salary as above and perquisites classified in Part C are in addition to salary of Mr. Satish Kumar Ray which are as under:

PART A

- i. **Medical Reimbursement:** Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.
- ii. **Leave Travel Concession:** Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months basic salary over a period of five years, which is included in the gross salary.

PART B

- i. **Provident Fund and Superannuation Fund:** Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time. Contribution to these funds will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- ii. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

Telephone: Provision of Telephone and internet at residence and mobile phone will not be considered as a perquisite.

OTHER BENEFITS TO THE EXECUTIVE DIRECTOR:

- a. Leave as per rules in force in the Company from time to time.
- b. Benefits under other Schemes including any insurance policy, in accordance with the practices, rules and regulations in force from time to time.
- c. Such other benefits as may be provided by the Company to other senior officers from time to time.

2. Minimum Remuneration:

If in any financial year, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites will be subject to the ceilings and the conditions set out in Section II of Part II of Schedule V of the Companies Act 2013.

Except Mr. Dhar none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolutions.

The Board Recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members of the Company.

ITEM NO. 10

In terms of the provisions of Section 20 of the Companies Act 2013, a shareholder can request the Company to send him all documents, notices, Annual reports, Correspondence only through the specified mode under expenses to be borne by him as may be decided in the Annual General Meeting.

As the Company has received such request and may receive such requests from time to time, the consent of the members is sought for dispatch of the documents, notices, annual reports, correspondence in a specific mode i.e speed post, registered post or any other mode, as allowed under the provisions of the Companies Act 2013, to such shareholders by charging the actual expenses incurred by the Company for dispatching such documents or correspondences to the shareholder or such other amount or course of action as may be decided by the Board of Directors from time to time.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board Recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members of the Company.

ITEM NO. 11

The Ministry of Corporate Affairs has as on date notified substantive sections of the Act which deal with the general functioning of the Companies.

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956.

It is proposed to wholly substitute the existing Articles of Association of the Company with a new set of Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

As per the provisions of Section 14 of the Companies Act 2013, Alteration of the articles of Association of the Company needs to be approved by the shareholders of the Company.

The Board of Directors in its meeting held on 16th August 2017 has accorded its approval for adoption of a new set of regulations as Articles of Association in substitution and to the entire exclusion of the set of regulations contained in the existing Articles of Association. The copy of the existing Articles of Association and the revised Articles of Association shall be made available for inspection at the Registered office of the Company during the working Hours of the Company on any working day up to and including the date of the Annual General Meeting of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

The Board Recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the members of the Company.

**By order of the Board of Directors
For Camphor and Allied Products Limited**

**Kiranpreet Gill
Company Secretary**

**Place: Mumbai,
Dated: 16th August, 2017**

Registered Office:
133, Jehangir Building
2nd Floor, Mahatma Gandhi Road,
Mumbai- 400001.
CIN: L17299MH1972PLC285731
E-mail: grievance@camphor-allied.com

Route Map to the Venue of the AGM

