



# 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

To

11<sup>th</sup> April, 2017

BSE Limited,  
Corporate Relations Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001.

**Sub: Disclosure of:**

- i) **Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the Equity Shareholders of Camphor and Allied Products Limited (“the Company”) held on Monday, 10<sup>th</sup> April, 2017 and**
- ii) **Combined Voting Results pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015 (SEBI Circular)**

**Ref: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to the Order dated 16<sup>th</sup> February, 2017, passed by National Company Law Tribunal, a meeting of Equity Shareholders of the Company was held on Monday, 10<sup>th</sup> April, 2017 at 11:00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6<sup>th</sup> Floor, 12K, Dubhash Marg, Kala Ghoda, Fort, Mumbai- 400 001

Further pursuant to the provisions of Sections 230(4) and 232(1) of the Companies act, 2013 read with Rule 5 and 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 the Company has provided facility of postal ballot and e-voting to its equity shareholders for the approval of the scheme.

Accordingly, voting by the Equity Shareholders of the company for approval of the Scheme has been carried out through (i) Postal Ballot (ii) E-voting (iii) Poll at the venue of the Meeting, which was held on 10<sup>th</sup> April, 2017.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by public Shareholders of the Company has been carried out through (i) postal ballot and (ii) e-voting to the Scheme

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:



ISO 9001



ISO 14001



OHSAS 18001





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- a) In terms of the Companies Act, 2013 and NCLT Order- voting results of the business transacted through (i) Postal Ballot (ii) E-voting (iii) Poll at the venue of the Meeting along with the Scrutinizer's Report- **Annexure-A**
- b) In terms of the SEBI Circular- Voting results of the Public Shareholders, along with a separate Scrutinizer's Report- **Annexure- B**

The proposed resolution approving the scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT order and the SEBI Circular.

This is for your information and Records.

Thanking you,

For Camphor and Allied Products Limited

Kiranpreet Gill  
Company Secretary & Compliance Officer



ISO 9001



ISO 14001



OHSAS 18001

**ANNEXURE-A**

**Disclosure as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

Date of NCLT Convened Meeting	Monday, 10 <sup>th</sup> April, 2017
Total number of shareholders on record date	19892
No. of shareholders present in the meeting either in person or through proxy:	75
Promoters and Promoter Group:	1
Public:	74
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable

**RESOLUTION -1**

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)] * 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter group	E-voting	2960280	0	0	0	0	0	0
	Poll		2960280	100	2960280	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2960280</b>	<b>2960280</b>	<b>100</b>	<b>2960280</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	43038	0	0	0	0	0	0
	Poll		28361	65.897	28361	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>43038</b>	<b>28361</b>	<b>65.897</b>	<b>28361</b>	<b>0</b>	<b>100</b>
Public Non-Institutions	E-voting	2130356	94398	4.431	94361	37	99.960	0.039
	Poll		39387	1.849	39387	0	100	0
	Postal Ballot		61035	2.865	61035	0	100	0
	<b>Total</b>		<b>2130356</b>	<b>194820</b>	<b>9.145</b>	<b>194783</b>	<b>37</b>	<b>99.981</b>
<b>Total</b>		<b>5133674</b>	<b>3183461</b>	<b>62.011</b>	<b>3183424</b>	<b>37</b>	<b>99.998</b>	<b>0.002</b>






## Shreyans Jain & Co.

Company Secretaries

Off: 117, Hubtown Solaris, N. S. Phadke Marg, Near East West Flyover,  
Andheri (East), Mumbai- 400 069, Maharashtra  
Tel: +91 98704 92079; email: [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com)

### CONSOLIDATED REPORT OF THE SCRUTINIZER

To,

Mr. Dharmil A. Bodani


Chairman appointed by the National Company Law Tribunal, Bench at Mumbai, for the meeting of the Equity Shareholders of CAMPHOR AND ALLIED PRODUCTS LTD. Pursuant to Company Application No. 41 of 2017

Sir,

I, Shreyans Jain, Practicing Company Secretary (FCS 8519) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai ('NCLT'), by its order dated 16<sup>th</sup> February, 2017, as "the Scrutinizer" for the purpose of scrutinizing the voting done through the Postal Ballot; e-voting and voting conducted through poll at the venue of the NCLT Convened meeting of the Equity shareholders (both promoter and public) of **CAMPHOR & ALLIED PRODUCTS LIMITED** held at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agricultural (MACCIA), Oricon House, 6<sup>th</sup> Floor, 12, K Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400001, Maharashtra, India on Monday, 10<sup>th</sup> April, 2017 at 11:00 am, pursuant to provisions of the Companies Act, 2013 ("the Act") and the applicable Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, ('Listing Regulations') on the resolution seeking approval to the Scheme of Amalgamation of Oriental Aromatics Limited with Camphor and Allied Products Limited and their respective shareholders and creditors.;

I do hereby submit my report as under:

- (i) The Company had engaged services of Central Depository Services Limited ('CDSL') as the agency for providing the e-voting platform to the equity shareholders of the Company:
- (ii) The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules made there under and Listing Regulations relating to Postal Ballot and e-voting and the voting through poll at the venue of the meeting on the resolutions contained in the Notice to the shareholders as per the directions of the National Company Law Tribunal and for Postal Ballot / E-voting dated 22<sup>nd</sup> February, 2017 ('The Notice')
- (iii) The Voting rights were reckoned as on Friday, 24<sup>th</sup> February, 2017, being the cut-off date for the purpose of deciding the Equity Shareholders entitled to vote through Postal Ballot and e-voting and voting through poll at the venue of the meeting.
- (iv) The voting through Postal Ballot and e-voting was commenced on Saturday, 11<sup>th</sup> March, 2017 at 9:00 a.m. and concluded on Sunday, 9<sup>th</sup> April, 2017 at 5:00 p.m.
- (v) My Responsibility as a scrutinizer for the voting process (through Postal Ballot and e-voting and voting through poll at the venue of the meeting) is restricted to scrutinize the Postal Ballot papers, e-voting process and voting conducted at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the total votes cast, votes cast in favour or against including the details of invalid votes, if any on the resolutions contained in the




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Notice, based on the reports generated from the e-voting system provided by – Central Depository Services Limited (hereinafter "CDSL"), Postal ballot received and based on the voting conducted at the meeting.

- (vi) The Notice dated 22<sup>nd</sup> February, 2017 along with explanatory statement setting out material facts under Section 102 of the Act; other relevant annexure; the Postal Ballot Forms; Attendance forms; Proxy forms etc. were sent to the equity shareholders on Wednesday, 8<sup>th</sup> March, 2017 and the Company had also published in newspaper an advertisement in this regard, in English language in "The Indian Express" and Marathi language in "Navshakti" on 9<sup>th</sup> March, 2017 and 10<sup>th</sup> March, 2017 respectively.
- (vii) The e-voting module was disabled and blocked by CDSL for voting on 9<sup>th</sup> April, 2017 at 5:00 pm.
- (viii) I have considered the completed and signed postal ballot forms which reached to me on or before 5:00 pm on 9<sup>th</sup> April, 2017. I have not accepted any postal ballot forms which have reached to me thereafter.
- (ix) On Monday, 10<sup>th</sup> April 2017, at the venue of the NCLT convened meeting, at the end of the discussion, the chairman of the meeting directed for conducting the voting through poll for the Shareholders who were present at the meeting but who had not cast their vote earlier through Postal Ballot or E – Voting.
- (x) On conclusion of the meeting on 10<sup>th</sup> April 2017, I unblocked the votes cast through e-voting platform of CDSL in the presence of two witnesses, viz. Mr. Mihir Patel and Ms. Virali Shah who are not in employment of the Company.
- (xi) On completion of the voting at the venue of the NCLT convened meeting, Sharex Dynamic (India) Private Limited (the RTA) provided the list of shareholders who were present at the meeting either in person or through proxies and who had cast their vote with their details.
- (xii) I then counted the votes cast at the venue of the meeting. The votes cast through poll were reconciled with the records maintained by the Company and RTA and the authorisation / proxies lodged with the Company.
- (xiii) The Postal Ballot forms; e-voting and the votes cast at the meeting, which were incomplete and / or which were otherwise found to be defective have been treated as invalid.
- (xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the scheme is as under:



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### Resolution:

Approval of the Scheme of Amalgamation of Oriental Aromatics Limited with Camphor and Allied Products Limited and their respective shareholders and creditors.;

Consolidated Report on result of voting through Postal Ballots, E-Voting and the Voting at the venue of the meeting of the Equity Shareholders.

#### a) Votes in Favour of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members	Annexure No.
Postal Ballots	112	61,035	ANNEX - A
E - Voting	31	94,361	
Voting conducted at the venue of the meeting (through Poll)	28	30,28,028	
Total	171	31,83,424	
% of total value of valid votes cast		99.998	
% of total number of members voted		98.843	

#### b) Votes against of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members	Annexure No.
Postal Ballots	0	0	ANNEX - B
E - Voting	2	37	
Voting conducted at the venue of the meeting (through Poll)	0	0	
Total	2	37	
% of total value of valid votes cast		0.002	
% of total number of members voted		1.157	




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c) Invalid Votes: -

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members	Annexure No.
Postal Ballots	10	16,172	ANNEX -C
E - Voting	0	0	
Voting conducted at the venue of the meeting (through Poll)	2	11,387	
Total	12	27,559	

I hereby confirm that, I am maintaining the Registers / records received from the CDSL and RTA electronically in respect of the votes cast through Postal Ballot / e-voting and voting conducted at the Meeting by way of Poll papers by the Members of the Company. The Postal Ballot and Poll papers and all other relevant records relating to postal ballot; e-voting and physical voting are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the Meeting.



Scrutinizer  
CS Shreyans Jain  
Practicing Company Secretary  
FCS 8519/ C.P. No. 9801



Countersigned by Mr. Dharmil A. Bodani  
Chairman appointed for the NCLT convened  
Meeting of Equity Shareholders of

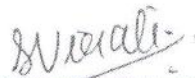


Place: Mumbai  
Date : 11.04.2017

We the undersigned witnesses that the votes were unblocked from e-voting website of CDSL in our presence on 10<sup>th</sup> April 2017 at 3.00pm.



Mr. Mihir Patel



Ms. Virali Shah

**Disclosure as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

Date of NCLT Convened Meeting	Monday, 10 <sup>th</sup> April, 2017
Total number of shareholders on record date	19892
No. of shareholders present in the meeting either in person or through proxy:	75
Promoters and Promoter Group:	1
Public:	74
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable

## RESOLUTION -1

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)] * 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter group	E-voting	2960280	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2960280	0	0	0	0	0
Public Institutions	E-voting	43038	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		43038	0	0	0	0	0
Public Non-Institutions	E-voting	2130356	94398	4.431	94361	37	99.960	0.039
	Poll		0	0	0	0	0	0
	Postal Ballot		61035	2.865	61035	0	100	0
	Total		2130356	155433	7.296	155396	37	99.976
Total		5133674	155433	3.028	155396	37	99.976	0.024







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### SCRUTINIZER'S REPORT

To,  
Mr. Dharmil A. Bodani,  
The Chairman of the NCLT convened meeting,  
**Camphor & Allied Products Limited**  
133, Jehangir Building,  
2<sup>nd</sup> Floor Mahatma Gandhi Road,  
Fort Mumbai - 400001, Maharashtra

Dear Sir,

I, Shreyans Jain, Company Secretary in Practice (FCS 8519), have been appointed by the Board of Directors of **CAMPBOR & ALLIED PRODUCTS LIMITED** ("Company") and by the Hon'ble National Company Law Tribunal, Mumbai Bench by its Order dtd. 16<sup>th</sup> February, 2017 as the Scrutinizer for the purpose of Scrutinizing the Voting done through the Postal Ballot and E-voting by the Public Shareholders of the Company, on the resolution seeking approval of Public Shareholders as mentioned in the Notice of Postal Ballot and E-voting dated 22<sup>nd</sup> February, 2017 ("the Notice"), pursuant to the SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015, to the Scheme of Amalgamation of Oriental Aromatics Limited with Camphor and Allied Products Limited and their respective shareholders and creditors;

I do hereby submit my report as under;

- i. The Company has completed the dispatch of the Notice of Postal Ballot on 8<sup>th</sup> March 2017 to its members whose names appeared in the Register of Members / List of Beneficial Owners as on 24<sup>th</sup> February, 2017 ("cut-off date");
- ii. The Company has also provided to the shareholders the facility of e-voting through e-voting platform of the Central Depository Services Limited on its portal <https://www.evotingindia.com>;
- iii. The Company has also published an advertisement in this regard, in English language in The Indian Express on 9<sup>th</sup> March, 2017 and translation thereof in Marathi language in Navshakti on 10<sup>th</sup> March, 2017;
- iv. The Management of the Company is responsible for ensuring the compliance with the requirements of the SEBI Circular dated 30<sup>th</sup> November, 2015, pertaining to voting done through postal ballot and e-voting;
- v. My responsibility as scrutinizer for voting process is restricted to scrutinize the postal ballots received and e-voting in fair and transparent manner and to prepare a consolidated Scrutinizer's Report of votes cast in favour or Against the resolution mentioned in the Notice, based on Postal Ballots and the reports generated from the e-voting platform provided by CDSL;





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- vi. The voting period commenced at 9:00 am on 11<sup>th</sup> March, 2017 and concluded at 5:00 pm on 9<sup>th</sup> April, 2017 for voting through physical Postal Ballot form as well as through e-voting;
- vii. The Postal Ballot Forms received were kept under safe custody before commencing the scrutiny of such Postal Ballot Forms and no Postal Ballot Forms were accepted post the closure of time permitted;
- viii. Particulars of all the Postal Ballot Forms received from the members have been entered in a separate register maintained for the purpose;
- ix. Also for the e-voting, the votes were unblocked at 3 pm on 10<sup>th</sup> April, 2017 in the presence of two witnesses Mr. Mihir Patel and Ms. Virali Shah who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
- x. The details of e-voting *interalia* containing the list of equity shareholders who voted "For", "Against" on each of the resolutions that were put to vote were generated from the e-voting website of CDSL.
- xi. The voting done through postal ballot and e-voting were reconciled with records maintained by the Company, Registrar and Share Transfer Agent;
- xii. The Postal ballot forms and e-voting done, which were incomplete and/or which were otherwise found defective has been treated as invalid;
- xiii. A consolidated report of the voting seeking approval of the Public Shareholders of the Company to the Scheme is as under;

### RESOLUTION:

Approval of the Scheme of Amalgamation of Oriental Aromatics Limited with Camphor and Allied Products Limited and their respective shareholders and creditors.;

### Consolidated Report

(a). Votes in favour of the resolution:

Manner of Voting	Number of members voted*	No. of votes cast by Members	% of total number of votes cast
Postal Ballots	112	61,035	39.268
E-voting	31	94,361	60.708
<b>TOTAL</b>	<b>143</b>	<b>1,55,396</b>	<b>99.976</b>




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(b). Voting against the resolution:



Manner of Voting	Number of members voted*	No. of votes cast by Members	% of total number of votes cast
Postal Ballots	0	0	0
E-voting	2	37	0.024
<b>TOTAL</b>	<b>2</b>	<b>37</b>	<b>0.024</b>



(c). Invalid Votes: -

Manner of Voting	Number of members (Whose votes were declared Invalid)	No. of votes cast by Members
Postal Ballots	10	16,172
E-voting	0	0
<b>TOTAL</b>	<b>10</b>	<b>16,172</b>

\*Number of members are equivalent to No. of Folios/Accounts.


- xiv. The combined list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through postal ballot and e-voting process, is handed over to the Company Secretary of the Company.
- xv. All the relevant records of postal ballot and electronic data files related to e-voting in respect of votes cast by the Public Shareholders are maintained by me. The Poll papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the Meeting.

  
  
**Scrutinizer** : - CS Shreyans Jain  
Practicing Company Secretary  
FCS 8519/ C.P. No. 9801

  
  
Mr. Dharmil A. Bodani  
Chairman of the NCLT convened meeting -

Date : 11.04.2017  
Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e-voting website of CDSL in our presence on 10<sup>th</sup> April 2017 at 3.00pm.

  
Mr. Mihir Patel

  
Ms. Virali Shah