

Date: 10/02/2017

To,

**BSE Limited**,

25, P. J. Towers, Dalal Street.

Mumbai - 400 001

Ref: Company Scrip Code: 532834

To,

The Manager, Listing Department,

National Stock Exchange of India Ltd.,

Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051

Ref: Symbol: CAMLINFINE | | Series: EQ

#### Sub: Outcome of the Board Meeting

The Board of Directors of the Company at its meeting held today i.e., 10th February, 2017, inter alia, has approved the following:

- 1. The Un-Audited Financial Results for the quarter ended 31st December, 2016. The un-audited results along with limited review reports are enclosed herewith as Annexure-1.
- 2. To subscribe to 62,67,003 equity shares on preferential basis of Chemolutions Chemicals Limited (CCL) amounting to Rs. 940.05 Lacs. The equity shares shall be subscribed at Rs. 15/- each which includes the premium of Rs. 5/- per share (Face Value Rs. 10/- per equity share), based on the valuation report of the registered valuer obtained by CCL. The detailed note is enclosed herewith as Annexure-2.
- 3. Re-designating Mr. D. R. Puranik (Executive Director & CFO) as Executive Director and appointing Mr. Santosh Parab as CFO of the Company, Disclosure related to the same is enclosed herewith as Annexure -3.

Kindly take the above information on records.

Thanking You,

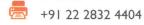
For Camlin Fine Sciences Limited

Rahul D. Sawale

**Group Company Secretary** 











UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2016





### Registered Office:





## Notes to standalone financial results. The above unaudited financial results

- 1 The above unaudited financial results were reviewed by the Audit Committee and have been considered and approved by the Board of Directors at its meeting held on February 10, 2017.
- 2 The statutory auditors have carried out limited review of the above financial results for the quarter ended December 31, 2016.
- 3 On 23rd December, 2016 the Company has entered into a Share Purchase Agreement to acquire (either through itself or its subsidiaries/group companies) 51 % stake in a Chinese entity viz. Ningbo Wanglong Flavors and Fragrances Company Limited. The completion of the acquisition is subject to certain conditions being fulfilled and regulatory approvals.
- of Rs. 10 each at a share premium of Rs. 5 per equity share amounting to Rs. 940.05 lakh. Accordingly, Company has reinstated the advance to CCL written off in earlier years aggregating Rs. 867.80 lakh which is disclosed under the head Board of Directors of the Company has approved conversion of advance amounting to Rs.940.05 lakh into equity share capital of Chemolution Chemicals Limited (CCL). Pursuant to this capitalisation CCL will issue 6,267,003 equity shares "Other Income"
- On July 5, 2016, Company has allotted 6,519,500 equity shares of Re.1 each at a premium of Rs.84.40 per share of the Companies Act, 2013. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, , 2009. Share issue expenses amounting to Rs. 159.16, lakh has been adjusted against the Securities Premium Account in terms of Section 52 amounting to share proceeds of Rs.5,567.65 lakh on July 5, 2016 pursuant to a Qualified Institutions Placement (QIP) under

Out of the net proceeds of Rs.5,408.49 lakh Company has utilized the proceeds as per the object of the issue being, meeting of expenses and investments pertaining to expansion and diversification of the business amounting to Rs. 3,423.07 lakh as follows:

30.09.2016	31.12.2016	Geographical segment disclosure	_
Quarter End			
ine Chem	business in Fi	7 Company's operations constitute a single business segment business in Fine Chemical	1 ~
lakh are on of QIP	of Rs.1,985.42 or to completio	Pending utilization the balance amount of the net proceeds of Rs.1,985,42 lakh are inverse utilized amount includes Rs.1,636.27 lakh incurred prior to completion of QIP issulakh is in accordance with the objects of the issue.	
41	3,423.07	Total	
101	314.22	Foreign consultant fees	-
#-	1,518.34	Loans to subsidiaries (including advances of Rs.702.40 lakh)	
011	1,451.45	Investments in subsidiaries	
J.	139.06	Capital expenditure including capital advances	
	In lakh)	1 421 FILENDAY	

ue which was replenished out of the issue proceeds. Management confirms that the nature of the utilization including the replenishment of Rs.1,636.27

ested in Mutual Funds

(Rs.in lakh)

		Quarter Ended		Nine Months Ended		Year Ended
Geographical segment disclosure 31.	31.12.2016	30.09.2016 31.12.2015	31.12.2015	31.12.2016	31.12.2015	31.03.2016
(Un	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	$\subseteq$	(Audited)
Revenues within India	2,065.09	2,668.11	1,257.74	7.866.16	6.636.19	8 437 08
Revenues outside India	4,937.24	4.712.40	8.876.35	17.041.04	24 116 06	33 714 80
Total	7,002.33	7,380.51	10,134.09	24,907.20	30,752.25	41,651,88
nues within India nues outside India	1,065.09 2,065.09 4,937.24 7,002.33	(Unaudited) 2,668.11 4,712.40 7,380.51	(Unaudited) 1,257.74 8,876.35 10,134.09	(Unaudited) 7,866.16 17,041.04 24,907.20	(Unaudited) 6,636.19 24,116.06 30,752.25	(Audited) 8,437.08 33,214.80 41,651.88

8 Figures for previous periods have been regrouped/rearranged wherever necessary.

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# Notes to consolidated financial results.

- The note nos. 1 to 5 and 8 to standalone results should also be considered as notes to consolidated results
- 2 Consolidated Gross sales/Income from operation is net of Sales/Purchase between company and its subsidiary companies.
- 3 On May 4, 2016,CFS Antioxidantes De Mexico S.A.de C.V. Mexico, wholly owned subsidiary of the company has acquired 65% equity stake in Dresen Quimica S.A.P.I.de C.V., Mexico and its subsidiaries. CFS North America LLC was incorporated on October 13, 2015 as a wholly owned subsidiary. Results of these subsidiaries have been consolidated in the current period, hence the corresponding figures of quarter ended December 15 and nine months ended December
- The Company's operations constitute a single business segment business in Fine Chemicals.

Ashish S. Dandekar
Managing Director

FOR CAMLIN FINE SCIENCES LIMITED

Place: Mumbai Date: February 10, 2017

Registered Office:





## B. K. KHARE & CO.

CHARTERED ACCOUNTANTS

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#### **Review Report**

The Board of Directors
Camlin Fine Sciences Limited

We have reviewed the accompanying statement of quarterly unaudited standalone financial results of Camlin Fine Sciences Limited ("the Company") for the quarter ended December 31, 2016 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on standalone financial results for the quarter ended December 31, 2016 based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410,"Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with the applicable accounting standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

We draw attention to the Company's investment of Rs. 56.01 lakh in and loans of Rs. 206.28 lakh given to its subsidiary company recoverability of which is based on successful implementation of management's future plans in respect of the subsidiary.

Our conclusion is not modified in respect of this matter.

For B. K. Khare & Co. Chartered Accountants Firm Registration No. 105102W

Himanshu Chapsey Membership No. 105731 Partner Mumbai, February 10, 2017



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#### **Review Report**

The Board of Directors
Camlin Fine Sciences Limited

- 1. We have reviewed the accompanying statement of quarterly unaudited consolidated financial results of Camlin Fine Sciences Limited ("the Company"), its subsidiaries (the Company and its subsidiaries are collectively referred to as "the Group) and its associates ("the Statement"), for the quarter ended December 31, 2016 attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on consolidated financial results for the quarter ended December 31, 2016 based on our review.
- 2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410,"Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
- 3. We did not perform a review on the interim financial statements of 12 subsidiaries included in the quarterly consolidated financial results, whose interim financial statements reflect total assets (before consolidation adjustments) of Rs 31,242.13 lakh as at December 31, 2016 as well as total revenue (before consolidation adjustments) of Rs 9,321.84 lakh for the quarter ended December 31, 2016. The consolidated financial results of the Group also include the Group's share of net-profit of Rs Nil for the quarter ended December 31, 2016 in respect of 2 of its associates, whose interim financial statements were not reviewed by us.
- 4. (a) Of the entities referred to in para 3, the interim financial statements of and other financial information of
  - ▶ 10 subsidiaries whose interim financial statements reflect total assets (before consolidation adjustments) of Rs 31,185.92 lakh as at December 31, 2016 as well as total revenue (before consolidation adjustments) of Rs 9,317.87 lakh for the quarter ended December 31, 2016 have been reviewed by other auditors whose reports have been furnished to us and our opinion on the quarterly consolidated financial results, to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.

#### Pune

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India

- ▶ 2 subsidiaries whose interim financial statements reflect total assets (before consolidation adjustments) of Rs 56.21 lakh as at December 31, 2016 as well as total revenue (before consolidation adjustments) of Rs 3.97 lakh for the quarter ended December 31, 2016 have not been subjected to a review. The interim financial statements of the 2 associates referred to in para 3 above have also not been subjected to a review. These interim financial statements have been furnished to us by management and our conclusion on the quarterly consolidated financial results, to the extent they have been derived from such interim financial statements is based, solely on the interim financial statements provided to us by management. In our opinion and according to the information and explanations given to us by the management, these interim financial statements after consolidation adjustments are not material to the Group.
- (b) The subsidiaries referred to in para (a) above, are located outside India whose interim financial statements and other financial information have been prepared in accordance with International Financial Reporting Standards and/or the accounting principles applicable in their respective countries. Management while preparing the consolidated financial information has concluded that no conversion adjustments are required to for such interim financial statements and other financial information for them to be in compliance with generally accepted accounting principles in India. Our opinion, in so far as it relates to the balances of such subsidiaries located outside India is based on the report of other auditors.
- 5. These quarterly consolidated financial results include the quarterly financial results of the following entities
  - ▶ CFS Europe S.p.A
  - CFCL Mauritius Private Limited
  - ▶ CFS do Brasil Industria, Comercio, Importacao e Exportacao de Aditivos Alimenticios Ltda.
  - ► CFS North America LLC
  - Solentus North America Inc.
  - CFS Antioxidantes De Mexico S.A. De. C.V.
  - Dresen Quimica S.A.P.I. De C.V.
  - ▶ Industrias Petrotec de Mexico, S.A. de C.V.
  - ▶ Nuvel, S.A.C
  - ► Britec, S.A
  - ▶ Inovel, S.A.S.
  - ▶ Gienel, S.A.
  - CFS International Trading (Shanghai) Ltd.
  - Fine Lifestyle Brands Limited (associate)
  - Fine Lifestyle Solutions Limited (associate)



6. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of quarterly unaudited consolidated financial results prepared in accordance with the applicable accounting standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For B. K. Khare & Co. Chartered Accountants Firm Registration No. 105102W

Himanshu Chapsey

Partner Membership No. 105731 Mumbai, February 10, 2017





#### **ANNEXURE-2**

The Company requires to subscribe to 62,67,003 (Sixty Two Lacs Sixty Seven Thousand and Three) equity shares at Rs. 15/- each which includes share premium of Rs. 5/- per share, amounting to Rs. 9,40,05,045/- (Rupees Nine Crores Forty Lacs Five Thousand Forty Five) on preferential basis of Chemolutions Chemicals Ltd., Mumbai (CCL) through conversion of portion of its outstanding intercorporate deposits along with interest accrued amounting to Rs. 940.05 Lacs. The price of Rs. 15/- per share is as per the report of the registered valuer appointed for the purpose by CCL.

a) name of the target entity, details in brief such as size, turnover etc.:

The target entity Chemolutions Chemicals Limited (CCL) is a medium sized company. CCL is having its registered office in Mumbai and its plant at Tarapur. Maharashtra. For the year ended 31st March, 2016, CCL's revenue from operations (gross) were Rs. 479.70 Lacs. For the said year, the profit before tax was Rs. 164.36 Lacs and profit after tax was Rs. 163.61 Lacs

b) whether the transaction would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length":

No. Post issue of shares, CCL shall become the subsidiary of the Company. The pre & post issue shareholding is enumerated below:

Pre-Issu	e Holding	Shares proposed to be allotted	Post Issue Holding	
No. of Shares	(%) of Holding		No. of Shares	(%) of Holding
99,496	19.90	62,67,003	63,66,499	94.08

The price of Rs. 15/- per share is as per the report of the registered valuer appointed for the purpose by CCL.

c) industry to which the entity belongs:

Chemical industry

d) objects and effects of transaction (including but not limited to, disclosure of reasons for transaction with target entity, if its business is outside the main line of business of the listed entity):

The portion of the intercorporate deposits along with interest accrued to CCL shall be converted into equity shares. Hence, the repayment liability towards the debt to the company shall be reduced along with the liability towards cost of interest.

#### Justification for acquisition:

Post issue CCL will become subsidiary of the Company. CCL has relevant processes and equipment's in operation besides adequate installed capacity for operations to support future growth of the Company.

Registered Office:







e) <u>brief details of any governmental or regulatory approvals required for the transaction:</u>

Nil.

f) <u>indicative time period for completion of the transaction:</u>

On or before 31st March, 2017

g) <u>nature of consideration - whether cash consideration or share swap and details of</u> the same:

The portion of the intercorporate deposits along with interest accrued amounting to Rs. 940.05 Lacs shall be converted into equity shares.

h) cost of transaction or the price at which the shares are subscribed:

The Company requires to subscribe to 62,67,003 (Sixty Two Lacs Sixty Seven Thousand and Three) equity shares at Rs. 15/- each which includes share premium of Rs. 5/- per share, amounting to Rs. 9,40,05,045/- (Rupees Nine Crores Forty Lacs Five Thousand Forty Five) on preferential basis.

i) <u>percentage of shareholding / control acquired and / or number of shares acquired:</u>

Pre-Issu	e Holding	Shares proposed	Post Issue Holding	
No. of Shares	(%) of Holding	to be allotted	No. of Shares	(%) of Holding
99,496	19.90	62,67,003	63,66,499	94.08

- j) <u>brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief):</u>
  - CCL was incorporated in 2008 with the object to manufacture and inter alia deal in specialty chemicals. CCL is having its registered office in Mumbai and its plant at Tarapur, Maharashtra.
  - CCL is also engaged in third party contract manufacturing/job-work.
  - For the FY 2015-16, Catalyst CC 23500 accounts for 61% of the revenue and while Plmitoyl Chloride accounts for 32% of the revenue in CCL. Also Rs. 281.54 Lacs was received towards job-work charges.
  - The revenue from operations (gross) for the financial years ended 31st March, 2016 was Rs. 479.70 Lacs, 31st March, 2015 was Rs. 336.56 Lacs and 31st March, 2014 was Rs. 304.22 Lacs.



Registered Office:







#### **ANNEXURE-3**

In view of the succession plans of the Company, Mr. Santosh Parab, a Fellow Member of Institute of Chartered Accountants of India was appointed as Senior Vice President – Finance, Accounts and Taxation on 01st December, 2015. Mr. Santosh Parab, Senior Vice President - Finance, Accounts and Taxation is designated as Chief Financial Officer (CFO) of the Company w.e.f. 10th February, 2017 on redesignation of Mr. D. R. Puranik as Executive Director. As per the HR policy of the Company, the age of retirement is on completion 58 years.

#### Brief Profile of Mr. Santosh Parab:

Mr. Santosh Parab, aged 47 years, is a commerce graduate and a Fellow member of Institute of Chartered Accountants of India. He has also done Diploma in IFRS (DipIFR) with ACCA, UK. He possesses over 23 years of experience in accounting, financial and tax management.

Prior joining the Company, Mr. Parab was Partner in B. K. Khare & Co., a renowned Chartered Accountant firm which is among top 20 Indian Chartered Accountant Firm with more than 50 years of existence. His association with the B. K. Khare & Co. was for more than 20 years.

His areas of expertise are as follows:

- Global Strategic Financial Analysis & Planning
- P & L Ownership and management
- Budgeting and Forecasting Cash Flow
- Merger & Acquisition, JVs & Alliances
- Financial, Legal & Ethics Compliances
- Valuation of Businesses & its strategic analysis

His affiliations are as follows:

- Independent Director on the Board of Bliss GVS Pharma Limited, a listed company. (since May 2016)
- Member of the Divisional Fee Regulatory Committee set up by Government of Maharashtra for regulating fees of primary and secondary schools in Mumbai
- Member of International Valuation Standards Council





