



Corporate Office : 8377, Roshanara Road, Delhi - 110007  
Tel. : 23826445 Fax : 91-11-23822409

8<sup>th</sup> February, 2019

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <b>Mumbai – 400 001</b>  Scrip Code: 519588	National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), <b>Mumbai – 400 051</b>  Scrip Code: DFMFOODS
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**Sub: Outcome of Board Meeting**

Dear Sirs,

We wish to inform you that the Board of Directors of the Company at their meeting held today i.e. on 8<sup>th</sup> February, 2019, have, inter alia, considered and approved the following businesses:

- i. Considered and approved the Unaudited financial results for the quarter and nine months ended 31<sup>st</sup> December, 2018.

A copy of the said Financial Results along with Limited Review Report of our Auditors, "M/s. Deloitte Haskins & Sells", Chartered Accountants are enclosed herewith as **Annexure - 1 & 2** respectively.

Also, the above Unaudited Financial Results is being published in all editions of "Financial Express" (English) and "Jansatta" (Hindi) newspapers.

- ii. Considered and approved the re-appointments of following Managerial Persons made pursuant to the Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, subject to approval of the Shareholders of the Company in the Annual General Meeting to be held in the year 2019:
  - a) Re-appointment of Mr. Mohit Jain as Managing Director for a further period of 5 years w.e.f. 28<sup>th</sup> February, 2019; and
  - b) Re-appointment of Mr. Rohan Jain as Whole-time Director under the designation Dy. Managing Director for a further period of 5 years w.e.f. 1<sup>st</sup> June, 2019.

The information as required under Regulation 30 of Para-A of Part-A of Schedule III of SEBI (LODR) Regulations, 2015, is enclosed as **Annexure - 3 & 4** respectively.





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iii. Considered and approved the Policy for Determination of Legitimate Purposes which forms part of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The revised policy is enclosed as **Annexure – 5**.

Kindly take the above information on record.

The meeting of the Board of Directors commenced at 5.30 P.M. and concluded at 8.00 P.M.

Thanking you.

Yours faithfully,  
**For DFM Foods Limited**

  
**(R.S. Tomer)**  
**Company Secretary**



Encl: As above



CIN: L15311DL1993PLC052624

Registered Office: 8377, Roshanara Road, Delhi-110007

Tel: No: 011-23826445; Fax No: 011-23822409

Email: dfm@dfmgroup.in; Website: www.dfmfoods.com

**STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR  
THE QUARTER AND NINE MONTHS ENDED 31<sup>ST</sup> DECEMBER, 2018**

(Rs. in Lakhs)

Quarter ended (Unaudited)			Particulars	Nine months ended (Unaudited)		Year ended
31 <sup>st</sup> Dec. 2018	30 <sup>th</sup> Sept. 2018	31 <sup>st</sup> Dec. 2017		31 <sup>st</sup> Dec. 2018	31 <sup>st</sup> Dec. 2017	31 <sup>st</sup> March, 2018 (Audited)
13484	11834	12353	I Revenue from operations	35187	32423	42531
162	104	70	II Other Income	330	310	434
<b>13646</b>	<b>11938</b>	<b>12423</b>	<b>III Total Income (I+II)</b>	<b>35517</b>	<b>32733</b>	<b>42965</b>
			IV Expenses			
7919	6970	7467	a) Cost of materials consumed	20641	19621	25598
(31)	(2)	(91)	b) Changes in inventories of finished goods	24	(20)	(23)
1209	1118	1132	c) Employee benefits expense	3380	3117	4156
260	310	248	d) Finance Costs	828	743	1002
276	253	258	e) Depreciation and amortisation expense	783	746	997
2482	2207	2126	f) Other expenses	6490	5848	7717
<b>12115</b>	<b>10856</b>	<b>11140</b>	<b>Total expenses</b>	<b>32146</b>	<b>30055</b>	<b>39447</b>
<b>1531</b>	<b>1082</b>	<b>1283</b>	<b>V Profit before exceptional items and tax (III- IV)</b>	<b>3371</b>	<b>2678</b>	<b>3518</b>
152	-	-	VI Exceptional Items (Also refer Note 3)	152	-	-
<b>1379</b>	<b>1082</b>	<b>1283</b>	<b>VII Profit before tax (V- VI)</b>	<b>3219</b>	<b>2678</b>	<b>3518</b>
			VIII Tax Expense: (Also refer Note 4)			
303	246	299	a) Current tax	707	604	760
3	131	144	b) Deferred tax	233	316	427
<b>306</b>	<b>377</b>	<b>443</b>	<b>Total tax expense</b>	<b>940</b>	<b>920</b>	<b>1187</b>
<b>1073</b>	<b>705</b>	<b>840</b>	<b>IX Net Profit for the period (VII-VIII)</b>	<b>2279</b>	<b>1758</b>	<b>2331</b>
			X Other Comprehensive Income			
-	-	(8)	(i) Items that will not reclassified to profit or loss	(14)	(23)	(54)
-	-	3	(ii) Income tax relating to items that will not be reclassified to profit or loss	5	8	19
<b>1073</b>	<b>705</b>	<b>835</b>	<b>XI Total Comprehensive Income (after tax)</b>	<b>2270</b>	<b>1743</b>	<b>2296</b>
1002	1002	1001	XII Paid-up equity share capital (Face value - Rs. 2/- each)	1002	1001	1002
			XIII Other Equity			<b>9241</b>
			XIV Earnings Per Equity Share (of Rs. 2/- each)			
2.14	1.41	1.68	a) Basic EPS	4.55	3.51	4.66
2.13	1.40	1.67	b) Diluted EPS	4.53	3.50	4.64

**Notes:**

- The above Unaudited Financial Results for the quarter and nine months ended 31<sup>st</sup> December, 2018 were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors at their meeting held on 8<sup>th</sup> February, 2019. The Statutory Auditors of the Company have carried out a Limited review of the aforesaid financial results.
- The shareholders have approved the sub-division of the Company's equity shares of face value of Rs. 10 each into 5 equity shares of face value of Rs. 2 each through postal ballot on 10<sup>th</sup> October, 2018. Accordingly, as per requirements of Ind AS 33, earnings per share has been computed by taking the increased number of shares for all the periods reported.
- Exceptional item represents interest cost on account of non-fulfilment of export obligation under Export Promotion Capital Goods (EPCG) Scheme.
- Company's investment profile is now covered under long term capital gain under Income-tax Act, 1961 and accordingly the effect has been considered in the income tax expense (including deferred tax expense) in the quarter ended 31<sup>st</sup> December, 2018, based on the best estimate of weighted annual income tax rate expected for the full financial year ending 31<sup>st</sup> March, 2019.
- Based on the guiding principles given in Ind AS 108 on "Operating segments" the Company's business activity falls within a single operating segment, namely Snack Foods.

FOR AND ON BEHALF OF THE BOARD

MOHIT JAIN  
MANAGING DIRECTOR

Place : New Delhi

Dated : 8<sup>th</sup> February, 2019

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM  
FINANCIAL RESULTS**
**TO THE BOARD OF DIRECTORS OF DFM FOODS LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **DFM FOODS LIMITED** ("the Company"), for the Quarter and Nine months period ended December 31, 2018 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement 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 Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement

**For DELOITTE HASKINS & SELLS**

 Chartered Accountants  
 (Firm's Registration No. 015125N)



**Vijay Agarwal**

(Partner)

(Membership No. 094468)

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 Place: New Delhi  
 Date: February 8, 2019

**Re-appointment of Mr. Mohit Jain as Managing Director**

<b>Sl. No.</b>	<b>Requirement</b>	<b>Particulars</b>
1.	Reason for change i.e. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Mohit Jain as Managing Director for a further period of 5 years w.e.f. 28 <sup>th</sup> February, 2019.
2.	Date of Appointment/ Cessation (as applicable) and terms of appointment	<p>The Board of Directors of the Company in their meeting held today i.e. 8<sup>th</sup> February, 2019, approved the Re-appointment Mr. Mohit Jain as Managing Director.</p> <p>The tenure of the re-appointment will be for a period of 5 years w.e.f. 28<sup>th</sup> February, 2019, which is subject to approval of the shareholders of the Company.</p>
3.	Brief Profile	<p>Mr. Mohit Jain has been the Managing Director of the Company since 28th February, 1994 and was also appointed as Chairman of the Company w.e.f. 27th January, 2014.</p> <p>Mr. Mohit Jain is a promoter Director of the Company and the Chairman &amp; Managing Director of the promoter Company The Delhi Flour Mills Co. Ltd. He joined The Delhi Flour Mills Co. Ltd. in 1975 and has been involved in the flour milling industry since then. He had the pivotal role in establishing the snack food division of the Company in 1984 and has been involved in its development since then. He has intimate knowledge of both the flour milling and snack food industry.</p>
4.	Disclosure of relationships of Directors inter-se	Mr. Mohit Jain is the promoter of the Company and is father of Mr. Rohan Jain.

*Jain*



**Annexure - 4**

**Re-appointment of Mr. Rohan Jain as Whole-time Director under the designation Dy. Managing Director**

Sl. No.	Requirement	Particulars
1.	Reason for change i.e. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Rohan Jain as Whole-time Director under the designation Dy. Managing Director for a further period of 5 years w.e.f. 1 <sup>st</sup> June, 2019.
2.	Date of Appointment/Cessation (as applicable) and terms of appointment	<p>The Board of Directors of the Company in their meeting held today i.e. 8<sup>th</sup> February, 2019, approved the Re-appointment Mr. Rohan Jain as Whole-time Director under the designation Dy. Managing Director.</p> <p>The tenure of the re-appointment will be for a period of 5 years w.e.f. 1<sup>st</sup> June, 2019, which is subject to approval of the shareholders of the Company.</p>
3.	Brief Profile	<p>Mr. Rohan Jain is the Dy. Managing Director of DFM Foods Ltd. He graduated with B.Sc. in Economics with concentration in Finance from the Wharton School, University of Pennsylvania, U.S.A. in May, 2005.</p> <p>After completing his studies, he had joined the promoter Company The Delhi Flour Mills Co. Ltd. as Executive Asstt. to the Jt. Managing Director to assist him in the management of overall affairs of the Company. Further he had been providing assistance in managing the sales and marketing affairs of the snack food business of the Company since 2005. He has developed the necessary experience and expertise in this area and has played a major role in the growth and development of this business.</p> <p>He has been the Executive Director of the Company since 1st June, 2009, and was redesignated as Dy Managing Director w.e.f. 22nd January, 2015.</p>
4.	Disclosure of relationships of Directors inter-se	Mr. Rohan Jain is the promoter of the Company and is son of Mr. Mohit Jain.



**DFM FOODS LIMITED**

**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

**(Framed pursuant to regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)**

**1.0 Corporate Disclosure Policy**

The company will ensure prompt and adequate public disclosure of unpublished price sensitive information that would impact price discovery. The following norms shall be followed in this regard.

**2.0 Prompt disclosure of unpublished price sensitive information**

- 2.1 The Quarterly and Year to date results would be made available to the stock exchange after the Board or Committee of Directors approval and published in newspaper within 48 hours.
- 2.2 Specific mailing of information would be made to analysts, press, brokers, institutions and any other person on their request, at the discretion of the company. However dissemination of information would be done only after the information is made public by dispatch of the same to the Stock Exchange.
- 2.3 Request for any information from the Company may be directed to the designated officer as per clause 3.1 herein below.

**3.0 Overseeing and co-ordinating disclosures**

- 3.1 The Company Secretary will act as the Chief Investor Relation Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 3.2 Public disclosure of all unpublished price sensitive information that would impact price discovery shall be made promptly on credible and concrete information coming into being.
- 3.3 The CIRO is responsible for ensuring that the company complies with continuous disclosure requirements.
- 3.4 The CIRO will oversee and co-ordinate disclosure of price sensitive information to stock exchange, analysts, shareholders and media.
- 3.5 The CIRO shall ensure that appropriate and fair response is made to the queries on news reports and requests for verification of market rumours by regulatory authorities.
- 3.6 The CIRO shall also ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- 3.7 The CIRO shall ensure that transcript or records of proceedings of meetings with Analysts and other investor relations conferences are uploaded on the official website.
- 3.8 The unpublished price sensitive information shall be disseminated universally and uniformly so that selective disclosure could be avoided. In case unpublished price sensitive information gets disclosed selectively, inadvertently or otherwise the same will be promptly disseminated.

**4.0 Handling of Information on need to know basis**

- 4.1 The unpublished price sensitive information shall be handled by all employees and connected persons in strict confidence, and the same shall be handled strictly on need to know basis.



**5.0 Policy for determination of Legitimate Purposes**

**5.1** A policy for determination of Legitimate Purposes is annexed as Annexure – A and forms part of this Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

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**POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

**1. PREAMBLE**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as the “PIT Regulations”) has amended the (Prohibition of Insider Trading) Regulations, 2015 and will come into force from 1<sup>st</sup> April, 2019. The PIT Regulations requires every listed company to formulate a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” In compliance with the said requirements, the Board of Directors has adopted this policy for determination of “legitimate purposes”.

**2. DEFINITIONS**

- (i) **“Act”** means the Securities and Exchange Board of India Act, 1992
- (ii) **“PIT Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any amendments thereto.
- (iii) **“SEBI”** means the Securities and Exchange Board of India
- (iv) **“Board”** means the board of directors of the Company.
- (v) **“Company”**: means DFM Foods Ltd
- (vi) **“Insider”**: means any person who is:
  - a) A Connected Person; or
  - b) In possession of or having access to Unpublished Price Sensitive Information.
  - c) Partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc (collectively referred as Persons) who may possess or having access to UPSI
  - d) Designated Persons and their immediate Relatives.
- (vii) **“Immediate relative”**: means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- (viii) **“Unpublished Price Sensitive Information (UPSI)”**: means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:-
  - a) Financial Results;
  - b) Dividends;
  - c) Change in Capital Structure;
  - d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - e) Changes in Key Managerial Personnel.



- (ix) **Legitimate Purpose**: means sharing of Unpublished Price Sensitive Information in the Ordinary Course of Business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc (collectively referred as Persons).

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulation.

- (x) **Generally Available Information**: means information that is accessible to the public on a non-discriminatory basis.

- (xi) **Compliance officer**: means the Company Secretary or such other Senior officer of the Company as may be designated by the Board.

### 3. OBJECTIVE OF THE POLICY

The objective of this policy to preserve the confidentiality and prevent the misuse of UPSI. The Company is committed to transparency and fairness in dealing with all the stakeholders. Every Insider has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties and they should not use their position to gain personal benefit. To achieve these objectives, the Board of Directors through this policy have allowed the Insiders of the Company to share unpublished price sensitive information for legitimate purpose with various stakeholders/agencies of the Company in the ordinary course of Business.

### 4. PERSONS COVERED

This Policy applies to every Insider who is in possession or having access of UPSI.

### 5. DETERMINATION OF LEGITIMATE PURPOSE

The UPSI of the Company shared with Partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc (collectively known as "parties") under prior legal or regulatory obligation owed will be determined as Legitimate Purpose.

Following disclosures by the Compliance Officer/Authorised Official of the Company to the aforesaid parties in the ordinary course of business will be considered as Legitimate Purpose:

- UPSI shared for Specific purpose
- UPSI shared for Audit purpose
- UPSI shared under contractual obligation
- UPSI shared under legal obligation



## **6. PROCESS AND MODE OF SHARING THE INFORMATION**

The Insiders, who are privy to UPSI, shall handle the same strictly on a Need to Know basis. This means the UPSI shall be disclosed only to those persons who need to know the same only for legitimate purposes. The process and mode of sharing will be as under:

- a) Oral/written approval has to be obtained from MD/CFO before disclosure of any UPSI on behalf of the Company to any persons.
- b) Upon receipt of the approval, Compliance Officer can share the UPSI to persons for legitimate purposes.

## **7. DUTY TO MAINTAIN CONFIDENTIALITY**

In order to protect the confidentiality of the UPSI, due notice will be given to such persons to maintain confidentiality of such UPSI. The Insiders shall comply with the following:

1. Insiders shall communicate or counsel or procure or disclose any UPSI to any persons only for legitimate purposes or performance of duties or discharge of legal obligations.
2. Keep the information confidential and not to solicit or disclose to any third party
3. Not to trade in shares of the Company either themselves or through any other source on the basis of such information.

## **8. NON COMPLIANCE AND PENALTY**

Non-compliance, Suspected violation shall be reported to the Chairman of the Audit Committee of the Board. All reported violations shall be appropriately looked in to and dealt with accordingly and if found guilty, such person may be liable for punishment and penalty as mentioned in the Code of Conduct of the Company.

## **9. REVIEW OF THE POLICY**

This Policy shall not be amended unless the amendment is approved by the Board of Directors or unless such amendment is required pursuant to change in the applicable law.

## **10. DISSEMINATION OF POLICY**

This Policy shall be hosted on the Company's website ([www.dfmfoods.com](http://www.dfmfoods.com)).

  
