



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

6th August, 2018

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

Dear Sir,

Sub: **Unaudited Financial Results for the quarter ended 30th June, 2018 and Outcome of Board Meeting**

We wish to inform you that the Board of Directors of the Company at their meeting held today i.e., 6th August 2018, have, inter alia, considered and approved the following businesses:

- i. Considered and approved the Unaudited financial results for the quarter ended 30th June, 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 sub-division of existing 1 (one) Equity Share of face value of Rs. 10/- each fully paid up into 5 (Five) Equity Shares of Rs. 2/- each fully paid up, subject to approval of the Shareholders and any other applicable statutory approvals.

Detailed disclosure in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 is enclosed at **Annexure 3**;

Alteration of Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,30,00,000 Equity Shares of Rs. 10/- each and 20,00,000 Cumulative Convertible Preference Shares of Rs. 10/- each carrying dividend @10% per annum to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 6,50,00,000 Equity Shares of Rs.2/- each and 20,00,000 Cumulative Convertible Preference Shares of Rs. 10/- each carrying dividend @10% p.a. and consequent alteration in Capital Clause of Memorandum of Association of the Company, subject to shareholders' approval.



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- iii. Considered and approved the draft notice of Postal Ballot to seek shareholders' approval.
- iv. Appointment of Mr. Pradeep Debnath, Practising Company Secretary as Scrutinizer for conducting Postal Ballot. (Brief Profile of Scrutinizer is enclosed as **Annexure- 4**)

The meeting of the Board of Directors commenced at 1.00 P.M. and concluded at 5.30 P.M.

Thanking you.

Yours faithfully,
For DFM Foods Limited


R.S. Tomer
Company Secretary



Encl: As above

Regd. Office: 8377, Roshanara Road, Delhi-110 007
Tel.: 011-23826445, Fax: 011-23822409, Email: dfm@dfmgroup.in, Website: www.dfmfoods.com
CIN: L15311DL1993PLC052624

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2018

(₹ in lakhs)

Sl. No.	Particulars	Quarter Ended			Year Ended
		30 th June, 2018	31 st March, 2018	30 th June, 2017	31 st March, 2018
		Unaudited	Audited (Refer Note 5)	Unaudited	Audited
I.	Revenue from operations	9869	10108	9398	42531
II.	Other Income	64	123	126	434
III.	Total Income (I + II)	9933	10231	9524	42965
IV.	Expenses				
	a) Cost of materials consumed	5752	5977	5920	25598
	b) Changes in inventories of finished goods	57	(3)	(97)	(23)
	c) Employee benefits expense	1054	1039	969	4156
	d) Finance Costs	257	316	242	1002
	e) Depreciation and amortisation expense	254	251	245	997
	f) Other expenses	1801	1811	1855	7717
	Total expenses	9175	9391	9134	39447
V.	Profit before tax (III - IV)	758	840	390	3518
VI.	Tax expense				
	a) Current tax	158	156	87	760
	b) Deferred tax	99	111	40	427
	Total tax expense	257	267	127	1187
VII.	Net profit for the period/year (V - VI)	501	573	263	2331
VIII.	Other Comprehensive Income				
	(i) Items that will not be reclassified to profit or loss	(14)	(31)	(8)	(54)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	5	11	3	19
IX.	Total Comprehensive Income (after tax)	492	553	258	2296
X.	Paid-up equity share capital (Face Value - ₹10/- each)	1002	1002	1000	1002
XI.	Other Equity	-	-	-	9241
XII.	Earnings Per Equity Share (of ₹10/-each)				
	a) Basic EPS	5.00	5.72	2.63	23.29
	b) Diluted EPS	4.98	5.70	2.61	23.18

Notes:

- The above Unaudited Financial Results for the quarter ended 30th June, 2018 were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors at their meeting held on 6th August, 2018. The Statutory Auditors of the Company have carried out a Limited Review of the above financial results.
- The Board has considered, approved and recommended Sub-division of equity shares i.e. One Equity Share of face value of ₹10/- each will split into Five Equity Shares of face value of ₹2/- each, subject to approval by the Shareholders and any other applicable statutory approvals.
- Based on the guiding principles in Ind AS 108 on 'Operating Segments' the Company's business activity falls within a single operating segment, namely Snack Foods.
- Effective 1st April, 2018, the Company has adopted Ind AS 115 "Revenue from contracts with customers". The application of Ind AS 115 did not have any material impact on the financial statements of the Company.
- The figures for the preceding quarter ended 31st March, 2018, as reported in these financial results, are the balancing figures between audited results in respect of the full financial year ended 31st March, 2018 and published year to date unaudited figures up to the third quarter of that financial year.

FOR AND ON BEHALF OF THE BOARD

Place: New Delhi
Dated: 6th August, 2018

MOHIT JAIN
MANAGING DIRECTOR



**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF
INTERIM FINANCIAL RESULTS**

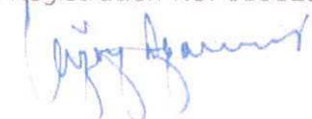
**TO THE BOARD OF DIRECTORS OF
DFM FOODS LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **DFM FOODS LIMITED** ("the Company"), for the quarter ended June 30, 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 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)



Place: New Delhi
Date: August 06, 2018

Disclosure to be required pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 for sub division of equity shares:

Annexure - 3

SR. NO.	PARTICULARS	DETAILS																																								
1	Split Ratio	One equity share of face value of Rs. 10/- each will be split into Five equity shares of face value of Rs.2/- each.																																								
2	Rationale behind the split of equity shares	To enhance the liquidity of the Company's equity shares in the stock market as also to make them affordable to the small shareholders.																																								
3	Pre and Post share capital-Authorised, Paid-up and subscribed	<table border="1"> <thead> <tr> <th>Share Capital</th> <th>Pre-Split (In Rs.)</th> <th>Post Split (In Rs.)</th> <th>Remarks</th> </tr> </thead> <tbody> <tr> <td>Authorised:</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Equity Shares</td> <td>13,00,00,000 (Face value of Rs. 10/- each)</td> <td>13,00,00,000 (Face value of Rs. 2/- each)</td> <td></td> </tr> <tr> <td>Cumulative Convertible Preference Shares (CCPS)</td> <td>20,000,000 (Face value of Rs. 10/- each)</td> <td>20,000,000 (Face value of Rs. 10/- each)</td> <td>No Change</td> </tr> <tr> <td>Total Authorised Capital</td> <td>15,00,00,000</td> <td>15,00,00,000</td> <td></td> </tr> <tr> <td>Equity Shares:</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Issued</td> <td>10,02,16,760</td> <td>10,02,16,760</td> <td></td> </tr> <tr> <td>Subscribed</td> <td>10,02,16,760</td> <td>10,02,16,760</td> <td></td> </tr> <tr> <td>Paid-up</td> <td>10,02,16,760</td> <td>10,02,16,760</td> <td></td> </tr> <tr> <td>Face Value</td> <td>Rs. 10/- each</td> <td>Rs. 2/- each</td> <td></td> </tr> </tbody> </table>	Share Capital	Pre-Split (In Rs.)	Post Split (In Rs.)	Remarks	Authorised:				Equity Shares	13,00,00,000 (Face value of Rs. 10/- each)	13,00,00,000 (Face value of Rs. 2/- each)		Cumulative Convertible Preference Shares (CCPS)	20,000,000 (Face value of Rs. 10/- each)	20,000,000 (Face value of Rs. 10/- each)	No Change	Total Authorised Capital	15,00,00,000	15,00,00,000		Equity Shares:				Issued	10,02,16,760	10,02,16,760		Subscribed	10,02,16,760	10,02,16,760		Paid-up	10,02,16,760	10,02,16,760		Face Value	Rs. 10/- each	Rs. 2/- each	
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Face Value	Rs. 10/- each	Rs. 2/- each																																								
4	Expected time of completion	November, 2018																																								
5	Class of shares which are sub-divided	Equity Shares																																								



6	Number of shares of each class pre and post split	Share Capital		Remarks	
		Pre-Split (In Nos.)	Post Split (In Nos.)		
		Authorised			
		Equity Shares	1,30,00,000 (Face value of Rs. 10/- each)	6,50,00,000 (Face value of Rs. 2/- each)	One equity share of face value of Rs.10/- each will be split into Five equity shares of face value of Rs.2/- each.
		Cumulative Convertible Preference Shares (CCPS)	20,00,000 (Face value of Rs. 10/- each)	20,00,000 (Face value of Rs. 10/- each)	No Change
		Total Authorised Capital	1,50,00,000 (Equity shares 1,30,00,000 and CCPS 20,00,000)	6,70,00,000 (Equity shares 6,50,00,000 and CCPS 20,00,000)	
		Equity Shares:			
		Issued	1,00,21,676	5,01,08,380	One equity share of face value of Rs.10/- each will be split into Five equity shares of face value of Rs.2/- each.
		Subscribed	1,00,21,676	5,01,08,380	
		Paid-up	1,00,21,676	5,01,08,380	
7	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.	NA			



ANNEXURE-4

BRIEF PROFILE OF Mr. Pradeep Debnath, Practicing Company Secretary as Scrutinizer to conduct e-voting process in the ensuing AGM

Mr. Pradeep Debnath, Practicing Company Secretary in practice, a proprietor of M/s Pradeep Debnath & Co. has been engaged since 2006 in rendering of secretarial and legal services. It has a team of qualified Company Secretaries who work under the guidance and supervision of Mr. Pradeep Debnath.

The firm rendering services in the field of Companies Act, 2013, SEBI Regulations & Register of Trade Mark.



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