

MEGASTAR FOODS LTD.

Registered Office : Plot No. 807 Industrial Area Phase-2, Chandigarh-160 002
Works : Kurali-Ropar Road, Village Solkhian-140 108, Distt. Roopnagar, Punjab
Ph. : +91 1881 240401 (6 Lines) E-mail : info@megastarfoods.com



To,

September 30th, 2019

**The Manager-Listing,
Bombay Stock exchange Limited,
Phiroz Jeejeebhoy Towers,
25th Floor, Dalal street,
Mumbai- 400001**

Scrip Code: 541352

Sub: Outcome of Board Meeting held on 12th November, 2019.

Sir/Madam,

In continuation of our letter dated November 02, 2019, Pursuant to regulation 33, we enclose the Unaudited Financial Results (Standalone and Consolidated) for the half-year ended September 30, 2019, duly reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company, at its meeting held today, i.e. 12th November, 2019.

The meeting of the Board of Directors commenced at 04:00 p.m. and concluded at 05:30 p.m.

This is for your information and record.

Thanking you,

Yours faithfully,
For MEGASTAR FOODS LIMITED



ROBIN KUMAR
Company Secretary & Compliance Officer



Certified by: _____



AVNISH SHARMA & ASSOCIATES

CHARTERED ACCOUNTANTS

#49, SUSHILA VILLA, SECTOR 7, PANCHKULA, HARYANA-134109
SCO 47, 2ND FLOOR, SECTOR 20-C, DAKSHIN MARG, CHANDIGARH-160020
Phone no. : (O) 0172-4666330, 4625749 (M) 9872980396
E-mail: avnishca@hotmail.com

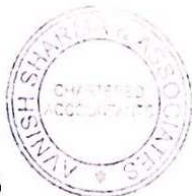


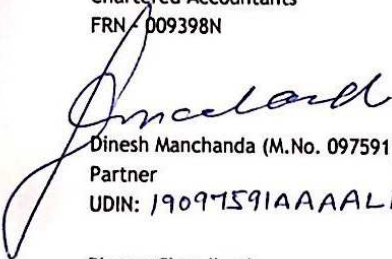
Independent Auditor's Review Report on the Half Year and Year to date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
MEGASTAR FOODS LIMITED

- 1 We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Megastar Foods Limited (the "Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") for the half year ended September 30, 2019 and year to date from April 1, 2019 to September 30, 2019 ("the Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Attention is drawn to the fact that Statement of cash flows for the corresponding period from April 1, 2018 to September 30, 2018, as reported in these unaudited consolidated financial results have been approved by the Holding Company's Board of Directors, but have not been subjected to review.
 - 2 This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in with Accounting Standards and other recognized accounting practices and policies. Our responsibility is to express a conclusion on the Statement based on our review.
 - 3 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 of interim financial information consists of making to inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.
- 4 The Statement includes the results of Subsidiary Company M/s Megapacific Ventures Pvt. Ltd.
 - 5 Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatements.

For Avnish Sharma & Associates
Chartered Accountants
FRN / 009398N




Dinesh Manchanda (M.No. 097591)
Partner
UDIN: 19097591AAAALK5639

Place : Chandigarh
Dated : 12.11.2019

MEGASTAR FOODS LIMITED

Registered Office : PLOT NO. 807, INDUSTRIAL AREA, PHASE II, CHANDIGARH-160002

CIN : U15311CH2011PLC033393, Tel No: +91-01881-240401, E-mail: info@megastarfoods.com, Website: www.megastarfoods.com

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Particulars	Amount in ₹ (lakhs) unless otherwise stated		
	Half year ended 30/09/2019 (Unaudited)	Half year ended 30/09/2018 (Unaudited)	Previous year ended 31/03/2019 (Audited)
Income			
I Revenue from operations	7,752.00	6,339.44	14,233.16
II Other income	6.50	1.93	4.15
III. Total Revenue	7,758.50	6,341.37	14,237.31
IV. Expenses:			
Cost of materials consumed	6,272.44	4,913.79	11,205.92
Purchases of Stock-in Trade	300.27	345.05	870.95
Changes in inventories	(7.30)	95.95	64.55
Employee Benefits Expense	149.00	193.83	280.24
Financial Cost	158.27	167.37	311.15
Depreciation & Amortization Expense	59.78	48.32	98.25
Other Expenses	530.38	424.44	1,064.04
Total Expenses	7,462.84	6,188.75	13,895.09
Profit before exceptional and extraordinary items and tax (III-IV)	295.66	152.61	342.22
Extraordinary Item	0.37	-	2.31
V. Profit Before tax	295.29	152.61	339.92
VI Tax Expense:			
Current Tax	69.09	41.13	90.30
Deferred Tax Expense/(Income)	14.41	3.12	7.05
MAT Reverse	-	-	-
VII Profit After Tax	211.79	108.36	242.56
VIII Earnings Per Equity Share:			
(1) Basic (Not annualised)(in absolute Rs. terms)	2.14	2.37	2.55
(2) Diluted (Not annualised)(in absolute Rs. terms)	2.14	2.37	2.55

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For Megastar Foods Ltd.

[Signature]
Mg. Director



MEGASTAR FOODS LIMITED

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT SEPTEMBER 30, 2019

		Amount in ₹(lakhs)	
Particulars		As at 30/09/2019	As at 31/03/2019
		(Unaudited)	(Audited)
I.	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
(a)	Share Capital	990.37	990.37
(b)	Reserves And Surplus	1,092.00	880.21
(c)	Money received against share warrants	-	-
2	Share application money pending allotment	-	-
3	Minority Interest	-	-
4	Non-Current Liabilities		
(a)	Long-Term Borrowings	753.34	730.95
(b)	Deferred Tax Liabilities (Net)	112.25	97.84
(c)	Other Long term liabilities	9.28	1.85
(d)	Long term provisions	13.99	11.07
5	Current Liabilities		
(a)	Short Term borrowings	3,160.25	2,033.73
(b)	Trade Payables		
	(A) Total outstanding dues of micro enterprises and small enterprises	-	-
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	375.35	53.23
(c)	Other Current Liabilities	218.50	240.45
(d)	Short Term Provisions	23.42	0.47
	TOTAL	6,748.75	5,040.17
II.	ASSETS		
	Non-Current Assets		
(a)	Property, Plant & Equipment	1,749.30	1,544.57
(b)	Non -Current Investment	-	-
(c)	Deferred Tax Assets (Net)	-	-
(d)	Long term loans & advances	78.70	35.82
(e)	Other Non-Current Assets	5.87	-
2	Current assets		
(a)	Current Investment	-	-
(b)	Inventories	2,920.25	1,940.80
(c)	Trade Receivables	1,689.36	1,435.84
(d)	Cash And Cash Equivalents	33.68	17.42
(e)	Short Term Loans And Advances	269.51	55.67
(f)	Other Current Assets	2.08	10.05
	TOTAL	6,748.75	5,040.17

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For Megastar Foods Ltd.
[Signature]
 Mg. Director

MEGASTAR FOODS LIMITED

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Particulars	Amount in ₹ (lakhs)	
	Half year ended 30/09/2019	Half year ended 30/09/2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extra ordinary items	295.29	152.61
Add:-		
Adjustment for depreciation	59.78	48.32
Provision for gratuity	3.06	2.50
Interest on Loans taken	158.27	159.58
Less:-		
Interest Income	1.15	0.92
Provision Reversed	-	-
	219.95	209.48
Operating profit before working capital changes	515.24	362.09
Current assets		
(Increase)/decrease in debtors	(253.52)	(469.42)
(Increase)/decrease in stock	(979.45)	(620.26)
(Increase)/decrease in advances	(232.87)	(63.98)
(Increase)/decrease in other current assets	7.97	4.16
	(1,457.87)	(1,149.50)
Current liabilities		
Increase/(decrease) in creditors	329.56	(94.53)
Increase/(decrease) in expenses payable	(22.14)	65.43
	307.42	(29.10)
Cash generated from operations	(635.21)	(816.51)
Taxes paid in cash	27.04	28.48
Interest on working capital loan	114.62	117.33
Net cash from operating activities	(776.88)	(962.32)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investment in shares	-	-
Investment in Advances	(42.89)	(8.47)
Fixed assets purchased	(264.51)	(146.55)
Pre-operative Expenses capitalised	(5.87)	-
Interest received	1.15	0.92
Net cash from investing activities	(312.12)	(154.10)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share Capital	-	268.00
Proceeds from share premium account	-	494.60
Proceeds/(Repayment) of Secured loans	1,155.96	389.78
Proceeds/(Repayment) of unsecured loans	(7.06)	(8.14)
Interest/charges paid on loans	(43.64)	(42.25)
Net cash from financing activities	1,105.26	1,101.99
Net Change In Cash and Cash equivalent (A+B+C)	16.26	(14.42)
Cash and Cash equivalent at the beginning of the period	17.42	31.46
Cash and Cash equivalent at period end	33.68	17.04

NOTES:

- The above consolidated financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meeting held on 12.11.2019. The Statutory auditors have carried out a limited review of the unaudited consolidated financial results of the company for the half year ended 30 September, 2019, in accordance with Regulation 33 of SEBI (Listing and Other Disclosure Requirement) Regulations, 2015.
- The company has single primary business segment and there is no separate reportable segment.
- The Company has acquired 100% shareholding on June 06, 2019 for a consideration of ₹ 50 Lakhs in Megapacific Ventures Pvt. Ltd. (company incorporated on April 23, 2019) making it a wholly owned subsidiary.
- On September 20, 2019, vide the taxation laws (Amendment) Ordinance 2019, the Government of India inserted Section 115BAB in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective April 1, 2019 subject to certain conditions. The company is currently in the process of evaluating this option.
- Figures of previous periods/year have been regrouped/rearranged wherever necessary. Previous year figures are for holding company only as there was no subsidiary company.


 Place : Chandigarh
 Dated : 12.11.2019

For & on behalf of the Board
 MEGASTAR FOODS LIMITED
 For Megastar Foods Ltd.

 VIKAS GUPTA, Mg. Director
 CHAIRMAN CUM MG. DIRECTOR
 DIN: 05122585



AVNISH SHARMA & ASSOCIATES

CHARTERED ACCOUNTANTS

#49, SUSHILA VILLA, SECTOR 7, PANCHKULA, HARYANA-134109
SCO 47, 2ND FLOOR, SECTOR 20-C, DAKSHIN MARG, CHANDIGARH-160020
Phone no. : (O) 0172-4666330, 4625749 (M) 9872980396
E-mail: avnishca@hotmail.com



Independent Auditor's Review Report on the Half Year and Year to date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
MEGASTAR FOODS LIMITED

- 1 We have reviewed the accompanying statement of unaudited standalone financial results of Megastar Foods Limited (the "Company") for the half year ended September 30, 2019 and year to date from April 1, 2019 to September 30, 2019 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Attention is drawn to the fact that Statement of cash flows for the corresponding period from April 1, 2018 to September 30, 2018, as reported in these unaudited standalone financial results have been approved by the Board of Directors of the Company, but have not been subjected to review.
- 2 This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared prepared in accordance with applicable Accounting Standards and other recognized accounting practices and policies. Our responsibility is to express a conclusion on the Statement based on our review.
- 3 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 of interim financial information consists of making to inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4 Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Accounting Standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatements.

For Avnish Sharma & Associates
Chartered Accountants
FRN - 009398N



Dinesh Manchanda (M.No. 097591)

Partner

UDIN: 19097591AAAALJ4482

Place : Chandigarh

Dated : 12.11.2019

MEGASTAR FOODS LIMITED


Registered Office : PLOT NO. 807, INDUSTRIAL AREA, PHASE II, CHANDIGARH-160002

CIN : U15311CH2011PLC033393, Tel No: +91-01881-240401, E-mail: info@megastarfoods.com, Website: www.megastarfoods.com

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Amount in ₹ (lakhs) unless otherwise stated			
Particulars	Half year ended 30/09/2019	Half year ended 30/09/2018	Previous year ended 31/03/2019
	(Unaudited)	(Unaudited)	(Audited)
Income			
I Revenue from operations	7,752.00	6,339.44	14,233.16
II Other income	7.06	1.93	4.15
III. Total Revenue	7,759.06	6,341.37	14,237.31
IV. Expenses:			
Cost of materials consumed	6,272.44	4,913.79	11,205.92
Purchases of Stock-in Trade	300.27	345.05	870.95
Changes in inventories	(7.30)	95.95	64.55
Employee Benefits Expense	149.00	193.83	280.24
Financial Cost	158.27	167.37	311.15
Depreciation & Amortization Expense	59.78	48.32	98.25
Other Expenses	530.38	424.44	1,064.04
Total Expenses	7,462.84	6,188.75	13,895.09
Profit before exceptional and extraordinary items and tax (III-IV)	296.22	152.61	342.22
Extraordinary Item	0.37	-	2.31
V. Profit Before tax	295.85	152.61	339.92
VI Tax Expense:			
Current Tax	69.09	41.13	90.30
Deferred Tax Expense/(Income)	14.41	3.12	7.05
MAT Reverse	-	-	-
VII Profit After Tax	212.35	108.36	242.56
VIII Earnings Per Equity Share:			
(1) Basic (Not annualised)(in absolute Rs. terms)	2.14	2.37	2.55
(2) Diluted (Not annualised)(in absolute Rs. terms)	2.14	2.37	2.55

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For Megastar Foods Ltd.
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Mg. Director



MEGASTAR FOODS LIMITED

STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT SEPTEMBER 30, 2019

Particulars		Amount in ₹(lakhs)	
		As at 30/09/2019 (Unaudited)	As at 31/03/2019 (Audited)
I.	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
(a)	Share Capital	990.37	990.37
(b)	Reserves And Surplus	1,092.56	880.21
(c)	Money received against share warrants	-	-
2	Share application money pending allotment	-	-
3	Non-Current Liabilities		
(a)	Long-Term Borrowings	753.34	730.95
(b)	Deferred Tax Liabilities (Net)	112.25	97.84
(c)	Other Long term liabilities	9.28	1.85
(d)	Long term provisions	13.99	11.07
4	Current Liabilities		
(a)	Short Term borrowings	3,160.25	2,033.73
(b)	Trade Payables		
	(A) Total outstanding dues of micro enterprises and small enterprises	-	-
	(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	375.30	53.23
(c)	Other Current Liabilities	218.02	240.45
(d)	Short Term Provisions	23.42	0.47
	TOTAL	6,748.78	5,040.17
II.	ASSETS		
	Non-Current Assets		
(a)	Property, Plant & Equipment	1,731.49	1,544.57
(b)	Non -Current Investment	50.00	-
(c)	Deferred Tax Assets (Net)	-	-
(d)	Long term loans & advances	28.70	35.82
(e)	Other Non-Current Assets	-	-
2	Current assets		
(a)	Current Investment	-	-
(b)	Inventories	2,920.26	1,940.80
(c)	Trade Receivables	1,689.36	1,435.84
(d)	Cash And Cash Equivalents	24.55	17.42
(e)	Short Term Loans And Advances	301.78	55.67
(f)	Other Current Assets	2.64	10.05
	TOTAL	6,748.78	5,040.17




For Megastar Foods Ltd.


 Mg. Director



MEGASTAR FOODS LIMITED

UNAUDITED STANDALONE STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Particulars	Amount in ₹(lakhs)	
	Half year ended 30/09/2019	Half year ended 30/09/2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extra ordinary items	295.85	152.61
Add:-		
Adjustment for depreciation	59.78	48.32
Provision for gratuity	3.06	2.50
Interest on Loans taken	158.27	159.58
Less:-		
Interest Income	1.72	0.92
Provision Reversed	-	-
	219.39	209.48
Operating profit before working capital changes	515.24	362.09
Current assets		
(Increase)/decrease in debtors	(253.52)	(469.42)
(Increase)/decrease in stock	(979.45)	(620.26)
(Increase)/decrease in advances	(265.15)	(63.98)
(Increase)/decrease in other current assets	7.40	4.16
	(1,490.71)	(1,149.50)
Current liabilities		
Increase/(decrease) in creditors	329.50	(94.53)
Increase/(decrease) in expenses payable	(22.62)	65.43
	306.88	(29.10)
Cash generated from operations	(668.59)	(816.51)
Taxes paid in cash	27.04	28.48
Interest on working capital loan	114.62	117.33
Net cash from operating activities	(810.25)	(962.32)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investment in shares	(50.00)	-
Investment in Advances	7.11	(8.47)
Fixed assets purchased	(246.70)	(146.55)
Interest received	1.72	0.92
Net cash from investing activities	(287.87)	(154.10)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share Capital	-	268.00
Proceeds from share premium account	-	494.60
Proceeds/(Repayment) of Secured loans	1,155.96	389.78
Proceeds/(Repayment) of unsecured loans	(7.06)	(8.14)
Interest/charges paid on loans	(43.64)	(42.25)
Net cash from financing activities	1,105.26	1,101.99
Net Change In Cash and Cash equivalent (A+B+C)	7.14	(14.42)
Cash and Cash equivalent at the beginning of the period	17.42	31.46
Cash and Cash equivalent at period end	24.55	17.04

NOTES:

- The above standalone financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meeting held on 12.11.2019. The Statutory auditors have carried out a limited review of the unaudited standalone financial results of the company for the half year ended 30 September, 2019, in accordance with Regulation 33 of SEBI (Listing and Other Disclosure Requirement) Regulations, 2015.
- The company is primarily engaged in business of manufacturing of wheat & wheat products and accordingly there is no separate reportable segment.
- The Company has acquired 100% shareholding on June 06, 2019 for a consideration of ₹ 50 Lakhs in Megapacific Ventures Pvt. Ltd. (company incorporated on April 23, 2019) making it a wholly owned subsidiary.
- On September 20, 2019, vide the taxation laws (Amendment) Ordinance 2019, the Government of India inserted Section 115BAB in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective April 1, 2019 subject to certain conditions. The company is currently in the process of evaluating this option.
- Figures of previous periods/year have been regrouped/rearranged wherever necessary.




Place : Chandigarh
 Dated : 12.11.2019

For & on behalf of the Board
 MEGASTAR FOODS LIMITED
 For Megastar Foods Ltd.


 VIKRAM SINGH
 Chairman
 CHAIRMAN CUM MG. DIRECTOR
 DIN: 05122585



MEGASTAR FOODS LTD.

Registered Office : Plot No. 807 Industrial Area Phase-2, Chandigarh-160 002
Works : Kurali-Ropar Road, Village Solkhian-140 108, Distt. Roopnagar, Punjab
Ph. : +91 1881 240401 (6 Lines) E-mail : info@megastarfoods.com



Note on Un- Audited Standalone Financial Results for the half year ended 30th September, 2019 of the Company

Particulars	1 st April 2019 to 30 th September, 2019 ₹ in Lakh	1 st April 2018 to 30 th September, 2018 ₹ in Lakh	% Growth
TOTAL REVENUE	7759.06	6341.37	22.36 ▲
EBIDTA	513.90	368.30	39.53 ▲
EBIDTA MARGIN %	6.62	5.81	14.04 ▲
PROFIT BEFORE TAX	295.85	152.61	93.86 ▲
PROFIT AFTER TAX	212.35	108.36	95.96 ▲
CASH PROFIT	272.13	156.68	73.68 ▲

MANAGEMENT COMMENTARY:

Company's H1 FY: 2019-20 Financial Results

Amidst a challenging market environment, Megastar Foods Limited has delivered a strong performance in H1 2019-20 compared to H1 2018-19. Our focus on customer value, specialised flour and addition of new customers continue to drive the business. Margin expansion was driven by addition of new customers, increase in mix of specialised flour & cost control measures.

For MEGASTAR FOODS LIMITED

VIKAS GOEL
CHAIRMAN & MANAGING DIRECTOR
DIN: 05122585