

Prabhat Dairy Limited



Where Goodness Begins

February 13, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051

Ref. Scrip Code : 539351

Ref. Symbol - PRABHAT

Sub.: Outcome of the Board Meeting.

Ref.: Regulation 30 (2) and 30 (4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Dear Sir/Madam,

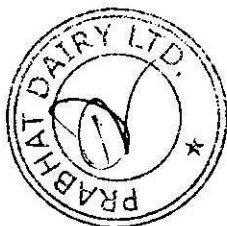
This is in continuation to our letter dated February 6, 2019 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Board of Directors of the Company was held today i.e. February 13, 2019 as scheduled.

The meeting of the Board of Directors commenced at 11 00 A.M. and ended on 5 15 P.M.

The Board, inter alia, has considered and approved Un-audited financial results (standalone and consolidated) of the Company for the quarter and nine months ended December 31, 2018 and the Scheme of the Amalgamation and Arrangement under Section 230 - 233 of the Companies Act, 2013 for the merger of Cheese Land Agro (India) Private Limited, wholly owned subsidiary of the Company, subject to such approvals as may be required.

With reference to the above we are enclosing herewith the following documents:

1. Un-audited Financial Results (Standalone) for the quarter and nine months ended December 31, 2018, with Limited Review Report
2. Un-audited Financial Results (Consolidated) for the quarter and nine months ended December 31, 2018, with Limited Review Report



Regd. Office:
Gut No. 121/2 To 121/4 At: Ranjanhol, Po. Tilaknagar,
Tal. Rahata, Dist. Ahmednagar, Pin: 413720
State: Maharashtra, Country: India
T: 02422-665550 To 99 F: 02422-265816

Corporate Office:
Plot No. D-37/4, TTC Industrial Area, MIDC, Turbhe,
Navi Mumbai - 400705, Maharashtra, India.
T: 022-41287700
W: www.prabhatdairy.in

Pune Office:
2nd floor, Kataria Chambers, Sanewadi, Aundh,
Pune - 411007, Above Reliance Footprint
T: 020 - 25885043
W: www.prabhatdairy.in

CIN: L15203PN1998PLC013068

Prabhat Dairy Limited



Where Goodness Begins

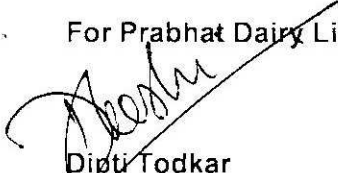
The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 for the scheme of the Amalgamation and Arrangement will be followed soon.

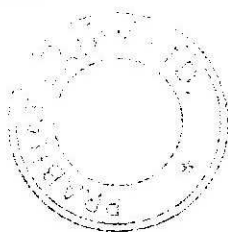
The above information is also hosted on website at www.prabhatdairy.com.

Kindly take the same on your records and acknowledge.

Thanking you,
Yours faithfully

For Prabhat Dairy Limited


Dipati Todkar
Company Secretary



PRABHAT DAIRY LIMITED
Registered office: 121/2A, At Post Ranjankhol, Tal - Rahata, Dist Ahmednagar, Pin - 413720, Maharashtra, India, Tel No. 02422-645901/022-41287700
CIN: L15203PN1998PLC013068, Website : www.prabhatdairy.in, E-mail ID: investor@prabhatdairy.in
STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2018.

Sr. No.	Particulars	Amount Rupees in Lakhs (except per share data)					
		Quarter ended			Nine months ended		Year Ended
		31 Dec 2018 (Unaudited)	30 Sep 2018 (Unaudited)	31 Dec 2017 (Unaudited)	31 Dec 2018 (Unaudited)	31 Dec 2017 (Unaudited)	31 Mar 2018 (Audited)
1	Revenue from operations	45,966.06	53,373.86	36,048.16	142,513.96	102,948.74	144,179.71
2	Other income	298.55	308.48	285.94	910.54	630.21	883.48
3	Total income	46,264.61	53,682.34	36,334.10	143,424.50	103,578.95	145,063.19
4	Expenses						
	(a) Cost of materials consumed	26,640.35	36,598.69	29,797.39	94,337.87	83,256.56	118,675.43
	(b) Purchases of stock-in-trade	13,327.13	11,449.82	1,961.30	32,148.26	6,651.78	8,132.17
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	860.92	326.57	(280.11)	1,456.18	381.06	76.38
	(d) Employee benefits expense	839.39	852.42	854.51	2,519.69	2,530.77	3,366.92
	(e) Finance cost	558.52	469.15	398.61	1,330.21	1,259.02	1,658.83
	(f) Depreciation and amortisation expense	514.31	499.86	479.31	1,537.31	1,414.27	1,891.68
	(g) Other expenses	2,782.39	2,800.61	2,428.41	8,016.03	6,899.81	9,193.61
5	Total expenses	45,523.01	52,997.12	35,639.42	141,345.55	102,393.27	142,995.02
6	Profit before tax (3 - 5)	741.60	685.22	694.68	2,078.95	1,185.68	2,068.17
7	Tax expense/ (credit)						
	Current tax	140.36	195.69	124.96	461.58	212.16	319.35
	Deferred tax	(46.89)	60.02	(34.57)	34.95	(89.28)	(141.58)
8	Total tax expense	93.47	255.71	90.39	496.53	122.88	177.77
9	Profit for the year (6 - 8)	648.13	429.51	604.29	1,582.42	1,062.80	1,890.40
10	Total other comprehensive income (net of tax)	0.67	0.63	5.01	5.31	15.03	4.03
11	Total comprehensive income (9 + 10)	648.80	430.14	609.30	1,587.73	1,077.83	1,894.43
12	Paid-up equity share capital (Face value Rs. 10 each)	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61
13	Other Equity						47,391.61
14i	Earnings per share (of Rs 10 each) (before extraordinary items) (not annualised):						
	(a) Basic (Rs)	0.66	0.44	0.62	1.63	1.10	1.94
	(b) Diluted (Rs)	0.66	0.44	0.62	1.63	1.10	1.94
14ii	Earnings per share (of Rs 10 each) (after extraordinary items) (not annualised):						
	(a) Basic (Rs)	0.66	0.44	0.62	1.63	1.10	1.94
	(b) Diluted (Rs)	0.66	0.44	0.62	1.63	1.10	1.94
	See accompanying notes to the Financial Results						



Notes to the Financial Results

1) The above unaudited standalone financial results have been reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their respective meetings held on February 13, 2019. These unaudited standalone financial results have been prepared in accordance with the Indian Accounting Standards ("Ind-AS") as specified under Section 133 of the Companies Act, 2013 read with the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Second Amendment Rules, 2018 and the provisions of the Companies Act, 2013.

2) The Statutory Auditors of the Company have conducted a limited review of the above standalone financial results of the Company for the quarter and nine months ended December 31, 2018. An unqualified report has been issued by them thereon.

3) The Company has entered into a Definitive Sale Agreement on January 21, 2019 with Tirumala Milk products Private limited ("The Buyer") to sell the entire dairy business vide a Business Transfer Agreement (BTA) and sale of its subsidiary Sunfresh Agro Industries Private Limited for a total consideration of Rs. 1,70,000 lakhs. The aforesaid sale is subject to certain critical approvals viz CCI, Shareholders, Bankers etc. The Company expects that the above transaction with the buyer will be completed within the first quarter of FY 2019-20.

Further, in addition to current trading of Cattle feed carried out by the company, the Company has also entered into a Joint Development Agreement with DLG, the Denmark based world leader in high quality vitamin -minerals animal feed. Post the sale of dairy business, the Company intends to focus on the business of animal feeds and nutrition. Initially, the Company will carry out a pilot phase of two products procured from DLG for 4-6 months. Post successful pilot, commercial launch will be planned by the Company. With this, the Company will strengthen its production chain but also further build their current strong association with farmers.

4) Effective April 1, 2018, the Company has adopted IND AS 115 using the modified retrospective method as suggested in para C7 of transition provision of IND AS 115. Certain expenses in nature of variable consideration in a contract for sale of goods have been reclassified to revenue in the unaudited result for the quarter and nine months ended December 31, 2018 and therefore revenue for quarter and nine months ended December 31, 2018 may not be comparable to that extent. The adoption of the standard did not have any material impact on the results of the Company.

5) The Company is primarily engaged in the business of processing of milk and manufacturing of dairy products and therefore the Company is of the view that revenue from processing of milk and manufacturing of dairy products is a single component of the entity for assessing its performance. Hence, processing of milk and manufacturing of dairy products is the only reportable segment.

6) The Government of Maharashtra introduced a grant of Rs. 5 per litre to be paid to the farmers through the Company provided the Company fulfils specified conditions relating to purchase price and utilisation of milk with effect from August 1, 2018. The company has during the quarter and nine months ended December 31, 2018 recognised Rs. 3,385.78 lakhs and 5,473.23 lakhs respectively on account of such grant as a reduction from cost of material consumed.

7) Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification/ disclosure.

Place: Navi Mumbai
Date: February 13, 2019



For Prabhat Dairy Limited


Vivek Nirmal
Joint Managing Director
DIN:00820923

Limited Review Report

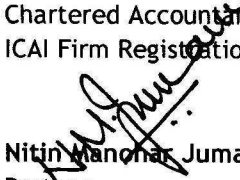
**Review Report to
The Board of Directors
Prabhat Dairy Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results for the quarter ended December 31, 2018 and year to-date results for the period from April 1, 2018 to December 31, 2018 ('the Statement') of Prabhat Dairy Limited ('the Company'), being submitted by the Company pursuant to requirements 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 (Listing Regulations).

These Statements, which are the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (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 provide 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 above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited standalone financial results which are prepared in accordance with Ind-AS 34, prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of the Listing Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No.105047W


Nitin Manohar Jumani
Partner
Membership No.: 111700

Place: Navi Mumbai
Date: February 13, 2019



PRABHAT DAIRY LIMITED

Registered office: 121/2A, At Post Ranjankhol, Tal - Rahata, Dist Ahmednagar, Pin - 413720, Maharashtra, India, Tel No. 02422-645901/022-41287700

CIN: L15203PN1998PLC013068, Website : www.prabhatdairy.in, E-mail ID: investor@prabhatdairy.in

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2018.

Sr. No.	Particulars	Amount Rupees in Lakhs (except per share data)					
		Quarter ended			Nine months ended		Year Ended
		31 Dec 2018 (Unaudited)	30 Sep 2018 (Unaudited)	31 Dec 2017 (Unaudited)	31 Dec 2018 (Unaudited)	31 Dec 2017 (Unaudited)	31 Mar 2018 (Audited)
1	Revenue from operations	46,303.35	41,842.63	40,390.65	126,695.49	114,906.60	155,389.76
2	Other income	99.28	113.36	47.35	300.87	142.55	264.90
3	Total income	46,402.63	41,955.99	40,438.00	126,996.36	115,049.15	155,654.66
4	Expenses						
	(a) Cost of materials consumed	29,063.68	34,457.85	30,460.77	90,904.13	86,832.17	117,722.97
	(b) Purchases of stock-in-trade	4,983.20	1,956.06	724.75	7,414.99	2,170.28	3,198.45
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	2,751.16	(4,158.34)	23.56	575.61	881.21	97.66
	(d) Employee benefits expense	1,100.45	1,116.86	1,127.13	3,306.05	3,273.83	4,349.85
	(e) Finance cost	1,019.63	854.42	844.96	2,416.23	2,597.12	3,293.99
	(f) Depreciation and amortisation expense	1,310.57	1,281.02	1,252.44	3,879.34	3,650.89	4,895.68
	(g) Other expenses	4,652.97	4,537.31	4,305.69	13,596.67	12,006.50	16,267.26
5	Total expenses	44,881.66	40,045.18	38,739.30	122,093.02	111,412.00	149,825.86
6	Profit before exceptional items and tax (3 - 5)	1,520.97	1,910.81	1,698.70	4,903.34	3,637.15	5,828.80
7	Exceptional items	-	-	-	-	-	(462.61)
8	Profit before tax (6 + 7)	1,520.97	1,910.81	1,698.70	4,903.34	3,637.15	5,366.19
9	Tax expense						
	Current Tax	(48.46)	471.90	351.62	739.42	825.24	991.69
	Deferred Tax	571.06	203.56	(129.50)	823.48	(156.44)	(353.02)
10	Total tax expense	522.60	675.46	222.12	1,562.90	668.80	638.67
11	Profit for the year (8 - 10)	998.37	1,235.35	1,476.58	3,340.44	2,968.35	4,727.52
12	Total other comprehensive income (net of tax)	1.85	1.81	8.46	8.85	25.38	8.77
13	Total comprehensive income (11 + 12)	1,000.22	1,237.16	1,485.04	3,349.29	2,993.73	4,736.29
14	Paid-up equity share capital (Face value Rs. 10 each) (Face Value per share in Rupees)	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61
15	Other Equity						63,317.76
16i	Earnings per share (before extraordinary items) (of Rs 10 each) (not annualised):						
	(a) Basic (Rs)	1.02	1.27	1.52	3.43	3.06	4.85
	(b) Diluted (Rs)	1.02	1.27	1.52	3.43	3.06	4.85
16ii	Earnings per share (after extraordinary items) (of Rs. 10 each) (not annualised):						
	(a) Basic (Rs)	1.02	1.27	1.52	3.43	3.06	4.85
	(b) Diluted (Rs)	1.02	1.27	1.52	3.43	3.06	4.85
	See accompanying notes to the Financial Results						

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PRABHAT DAIRY LIMITED

Registered office: 121/2A, At Post Ranjankhol, Tal - Rahata, Dist Ahmednagar, Pin - 413720, Maharashtra, India, Tel No. 02422-645901/022-41287700
 CIN: L15203PN1998PLC013068, Website : www.prabhatdairy.in, E-mail ID: investor@prabhatdairy.in

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2018.

Notes to the Financial Results

- 1) The above unaudited consolidated financial results have been reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their respective meetings held on February 13, 2019. These unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standards ("Ind-AS") as specified under Section 133 of the Companies Act, 2013 read with the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Second Amendment Rules, 2018 and the provisions of the Companies Act, 2013.
- 2) The Statutory Auditors of the Group have conducted a limited review of the above consolidated financial results for the quarter and nine months ended December 31, 2018. An unqualified report has been issued by them thereon.

3) Key Standalone financial information:

Sr. No.	Particulars	Quarter ended			Nine months ended		Year Ended
		31 Dec 2018	30 Sep 2018	31 Dec 2017	31 Dec 2018	31 Dec 2017	31 Mar 2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations	45,966.06	53,373.86	36,048.16	142,513.96	102,948.74	144,179.71
2	Net profit before Tax	741.60	685.22	694.68	2,078.95	1,185.68	2,068.17
3	Net profit after Tax	648.13	429.51	604.29	1,582.42	1,062.80	1,890.40

Note: The above unaudited results of Prabhat Dairy Limited on a standalone basis for the above mentioned periods are available on the Company's website www.prabhatdairy.in and on the Stock Exchange website www.nseindia.com and www.bseindia.com.

- 4) The Group has entered into a Definitive Sale Agreement on January 21, 2019 with Tirumala Milk products Private limited ("The Buyer") to sell the entire dairy business of Prabhat Dairy Limited vide a Business Transfer Agreement (BTA) and sale of its subsidiary Sunfresh Agro Industries Private Limited for a total consideration of Rs. 1,70,000 lakhs. The aforesaid sale is subject to certain critical approvals viz CCI, Shareholders, Bankers etc. The Group expects that the above transaction with the buyer will be completed within the first quarter of FY 2019-20.

Further, in addition to current trading of Cattle feed carried out by the Group, the Group has also entered into a Joint Development Agreement with DLG, the Denmark based world leader in high quality vitamin -minerals animal feed. Post the sale of dairy business, the Group intends to focus on the business of animal feeds and nutrition. Initially, the Group will carry out a pilot phase of two products procured from DLG for 4-6 months. Post successful pilot, commercial launch will be planned by the Group. With this, the Group will strengthen its production chain but also further build their current strong association with farmers.

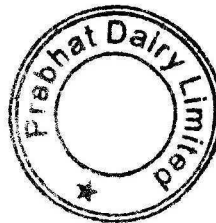
- 5) Effective April 1, 2018, the Group has adopted IND AS 115 using the modified retrospective method as suggested in para C7 of transition provision of IND AS 115. Certain expenses in nature of variable consideration in a contract for sale of goods have been reclassified to revenue in the unaudited result for the quarter and nine months ended December 31, 2018 and therefore revenue for current quarter and nine months ended December 31, 2018 may not be comparable to that extent. The adoption of the standard did not have any material impact on the results of the Group.

- 6) The Group is primarily engaged in the business of processing of milk and manufacturing of dairy products and therefore the Group is of the view that revenue from processing of milk and manufacturing of dairy products is a single component of the Group for assessing its performance. Hence, processing of milk and manufacturing of dairy products is the only reportable segment.

- 7) The Government of Maharashtra introduced a grant of Rs. 5 per litre to be paid to the farmers through the Group provided the Group fulfils specified conditions relating to purchase price and utilisation of milk with effect from August 1, 2018. The Group has during the quarter and nine months ended December 31, 2018 recognised Rs. 3,385.78 lakhs and 5,473.23 lakhs respectively on account of such grant as a reduction from cost of material consumed.

- 8) Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification / disclosure.

Place: Navi Mumbai
 Date : February 13, 2019



For Prabhat Dairy Limited
 Vivek S Nirmal
 Joint Managing Director
 DIN:00820923

Consolidated Limited Review Report

**Review Report to
The Board of Directors
Prabhat Dairy Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results for the quarter ended December 31, 2018 and year to-date results for the period from April 1, 2018 to December 31, 2018 ('the Statement') of Prabhat Dairy Limited ('the Company') and its subsidiaries (together referred to as 'the Group'), being submitted by the Company pursuant to requirements 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 (Listing Regulations).

These Statements, which are the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared in accordance with Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (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 provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

The statement includes the results of the following entities:

Name of the entity	Relationship
Cheese Land Agro (India) Private Limited	Subsidiary
Sunfresh Agro Industries Private Limited	Step down Subsidiary



MSKA

& Associates

Chartered Accountants

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results which are prepared in accordance with Ind-AS 34, prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of the Listing Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.105047W


Nitin Manohar Juman

Partner

Membership No.: 111700



Place: Navi Mumbai

Date: February 13, 2019