



Corporate Office: 1401-1411, 14th Floor, Logix City Center,
Sector-32, Noida-201301 (U.P.)
Tel.: 0120- 6013232

10th February, 2023

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

Sub: Outcome of Board Meeting held on 10th February, 2023

In continuation of our letter dated 2nd February, 2023 and pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors in their Meeting held today i.e. 10th February, 2023 which commenced at 04:00 P.M. (IST) and concluded at 06:00 P.M. (IST) have inter alia, considered and approved the following:

1. Unaudited Financial Results for the quarter and nine months ended 31st December, 2022;
2. Limited Review Report on the Unaudited Financial Results for the quarter and nine months ended 31st December, 2022; and
3. Re-appointment of Internal Auditor (Grant Thornton Bharat LLP) for the FY 2023-24.

In this connection, we enclose herewith the following:

1. Unaudited Financial Results for the quarter and nine months ended 31st December, 2022;
2. Limited Review Report on the Unaudited Financial Results for the quarter and nine months ended 31st December, 2022; and
3. Brief Profile of Internal Auditor (Grant Thornton Bharat LLP).

You are requested to kindly take the above information on your record.

Thanking you.

Yours faithfully,
For DFM Foods Limited

(R. S. Tomer)
Company Secretary

Encl: As above

Deloitte Haskins & Sells

Chartered Accountants
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DLF Cyber City Complex,
DLF City Phase - II,
Gurugram - 122 002,
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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 ended December 31, 2022 ("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 amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's 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 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 (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel 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 specified under section 143(10) of the Companies Act, 2013 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 stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard 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 amended, 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)



Rajesh Kumar Agarwal
(Partner)

(Membership No. 105546)
(UDIN: 23105546BGXMQS7944)

Place: Gurugram
Date: February 10, 2023

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CIN: L1531 IDL1993PLC052624

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Tel: 0120-6013232; Email: dfm@dfmfoods.com Website: www.dfmfoods.com

**STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR
THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2022**

(Rs. in Lakhs)

Quarter ended (Unaudited)			Particulars	Nine months ended (Unaudited)		Year ended 31 st March, 2022 (Audited)
31 st Dec. 2022	30 th Sept. 2022	31 st Dec. 2021		31 st Dec. 2022	31 st Dec. 2021	
15,061	16,497	15,533	I Revenue from operations	46,148	41,290	55,445
93	106	135	II Other Income	298	630	766
15,154	16,603	15,668	III Total Income (I+II)	46,446	41,920	56,211
			IV Expenses			
8,538	10,762	10,108	a) Cost of materials consumed	28,958	26,536	35,421
288	(603)	(224)	b) Changes in inventories of finished goods	(383)	(576)	(531)
1,805	2,053	1,667	c) Employee benefits expense	5,698	4,428	6,020
218	213	208	d) Finance Costs	661	681	889
361	369	330	e) Depreciation and amortisation expense	1,083	1,100	1,439
			f) Other expenses			
1,772	2,189	1,637	(i) Selling & Marketing expenses	5,825	4,051	6,448
3,161	3,207	2,610	(ii) Others	9,101	7,000	9,796
16,143	18,190	16,336	Total expenses	50,943	43,220	59,482
(989)	(1,587)	(668)	V Profit/(Loss) before tax (III- IV)	(4,497)	(1,300)	(3,271)
			VI Tax expense			
-	-	-	a) Current tax	-	-	6
(251)	(384)	(161)	b) Deferred tax	(1,115)	(307)	(801)
(251)	(384)	(161)	Total tax expense/(credit)	(1,115)	(307)	(795)
(738)	(1,203)	(507)	VII Net Profit for the period (V-VI)	(3,382)	(993)	(2,476)
			VIII Other Comprehensive Income/(expenses)			
9	10	14	(i) Items that will not be reclassified to profit or loss	28	41	38
(2)	(3)	(3)	(ii) Income tax relating to items that will not be reclassified to profit or loss	(7)	(10)	(9)
(734)	(1,196)	(496)	IX Total Comprehensive Income (after tax)	(3,361)	(962)	(2,447)
1,006	1,006	1,005	X Paid-up equity share capital (Face value - Rs. 2/- each)	1,006	1,005	1,005
			XI Other Equity			14,269
(1.47)	(2.39)	(1.00)	XII Earnings Per Equity Share (of Rs. 2/- each) (Not annualised)			
(1.47)	(2.39)	(1.00)	a) Basic EPS	(6.73)	(1.98)	(4.93)
			b) Diluted EPS	(6.73)	(1.98)	(4.93)

Notes:

- The above Unaudited Financial Results for the quarter and nine months ended 31st December, 2022 were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors at their meeting held on 10th February, 2023. The Statutory Auditors of the Company have carried out a limited review of the above financial results and they have issued an unmodified report.
- These financial results have been prepared in accordance with the recognition and measurement principles as laid down in the Indian Accounting Standards - 34 (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
- The Company has net deferred tax asset amounting to Rs. 459 lakhs as at December 31, 2022 which includes deferred tax asset recognised on brought forward and current period unabsorbed loss and depreciation amounting to Rs. 2,024 Lakhs as at December 31, 2022. On the basis of estimated future taxable profits, the company is of the view that it will be able to realise its deferred tax assets and is consistent with applicable accounting standard.
- 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.
- The Company had received a show cause notice from the Goods and Services Tax authorities (GST Authorities) related to classification of some of its products in April 2022. During the current quarter, the Company has received an Order from GST authorities related to classification of some of its products for the period July 2017 to March 2021 demanding recovery of GST amounting to Rs. 10,075 Lakhs and applicable interest and penalty. The Company is in the process of filing appeal against the aforesaid demand order. The Company believes it follows the same classification as other companies which sell similar products. Further, the Company has received legal advice that it has a strong legal position against the order and is of view that the probability of liability devolving on the Company with regard to this order finally is remote.
- AI Global Investments (Cyprus) PCC Limited ("Acquirer" or "Promoter") and AI Darwin (Cayman) Limited ("PAC"), as person acting in concert with the Acquirer, have made public offer for acquisition upto 1,32,21,739 Equity Shares representing 26.30% of the total issued equity share capital of the Company, either individually or collectively, as the case may be; and consequently voluntarily delist the Equity Shares from the stock exchange where Equity Shares are presently listed i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, "Stock Exchanges", by making a delisting offer in accordance with the Delisting Regulations Pursuant to the outcome of the delisting offer as stated above, the Acquirer along with PAC has acquired 1,06,14,152 equity shares, representing 21.11% of the paid-up equity share capital of the Company, held by its public shareholders, at the offer price of Rs. 467/- per equity share on January 12, 2023. On January 24, 2023, the Company has filed final application to the stock exchanges for delisting of the shares of the Company and the approval is awaited.

FOR AND ON BEHALF OF THE BOARD

Place : Noida
Dated : 10th, February, 2023



[Signature]
LAGAN SHASTRI
MANAGING DIRECTOR



**Corporate Office: 1401-1411, 14th Floor, Logix City Center,
Sector-32, Noida-201301 (U.P.)
Tel.: 0120- 6013232**

Brief profile of Grant Thornton Bharat LLP, Internal Auditor

Grant Thornton Bharat LLP, is registered as limited liability partnership and having its registered office at New Delhi. With more than 53,000 people in over 135 countries they are a truly global organization and they are ranked as one of the top five firms in major markets including India and are well established in all business centers and emerging markets.

Grant Thornton has extensive experience across many industries and businesses of differing sizes. They are providing high quality services and added value to each client in professional, independent and ethical manner. Their team is powered with the most relevant skills and expertise required for conducting Internal Audit and other services.

They support Companies by rendering services as under:

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2. Financial Statement Audit and Attestation Services
3. Governance Risk & Operations / Internal Audit
4. Forensic & Investigations
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11. Recovery and Re-organization