



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

25th May, 2022

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

Sub: **Outcome of Board Meeting held on 25th May, 2022**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), we wish to inform you that the Board of Directors in their Meeting held today i.e. 25th May, 2022 which commenced at 4.30 P.M. (IST) and concluded at 6.50 P.M. (IST) have inter alia, considered, approved and taken on record the following:

1. Statement showing the Standalone Audited Financial Results for the quarter and financial year ended 31st March, 2022, along with Statement of Assets and Liabilities and Cash Flow as at 31st March, 2022;
2. Auditor's Report on the Standalone Audited Financial Results;
3. Convening of the 29th Annual General Meeting of the Company through Video Conferencing on Friday, 2nd September, 2022;
4. Appointment of Chandrasekaran Associates as the Secretarial Auditors of the Company for the financial year 2022-23;
5. Appointment of Mr. Pradeep Debnath, Practicing Company Secretary as Scrutinizer to conduct e-voting/voting processes in the ensuing Annual General Meeting; and
6. The Board of Directors has not recommended any dividend on the equity shares of the Company for the financial year ended 31st March, 2022.

In terms of second proviso to Regulation 33(3)(d) of the Listing Regulations, we confirm that the Statutory Auditors have issued an Audit Report with Unmodified Opinion on the Annual Audited Financial Results of the Company for the Financial year ended 31st March, 2022.

An extract of the aforesaid results would be published in the newspapers in accordance with the Listing Regulations.

Regd. Office: 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014
Tel.: 7290935048, E-mail: dfm@dfmfoods.com
CIN: L15311DL1993PLC052624





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We enclose the following:

1. Audited Financial Results for the quarter and financial year ended 31st March, 2022;
2. Auditor's Report for the financial year ended 31st March, 2022;
3. Declaration of CFO confirming that Auditors has issued unmodified opinion with respect to the Audited Financial Results for the quarter/financial year ended 31st March, 2022; and
4. The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 of Chandrasekaran Associates, Secretarial Auditor and Mr. Pradeep Debnath, Scrutinizer.

The Notice of Annual General Meeting along with Annual Report will be submitted in due course.

Thanking you.

Yours faithfully,
For DFM Foods Limited


(R. S. Tomer)
Company Secretary



Encl: As above

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Registered Office : 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014

Corporate Office: 1401-1411, 14th Floor, Logic City Centre, Sector-32, Noida,-201301, Uttar Pradesh

Tel.: 0120-6013232 Fax: 011-23822409 Email: dfm@dfmfoods.com Website: www.dfmfoods.com

**STATEMENT OF FINANCIAL RESULTS FOR
THE QUARTER AND YEAR ENDED 31ST MARCH, 2022**

(Rs. in Lakhs)

Quarter Ended			Particulars	For the year Ended	
31 st March 2022 Unaudited (Refer Note 4)	31 st Dec 2021 Unaudited	31 st March 2021 Unaudited (Refer Note 4)		31 st March 2022 Audited (Refer Note 4)	31 st March 2021 Audited (Refer Note 4)
14,155	15,533	13,248	I Revenue from operations	55,445	52,406
136	135	123	II Other Income	766	692
14,291	15,668	13,371	III Total Income (I+II)	56,211	53,098
			IV Expenses		
8,885	10,108	7,977	a) Cost of materials consumed	35,421	31,281
45	(224)	(168)	b) Changes in inventories of finished goods	(531)	(93)
1,592	1,667	1,371	c) Employee benefits expense	6,020	5,429
208	208	259	d) Finance Costs	889	1,080
339	330	376	e) Depreciation and amortisation expense	1,439	1,318
			f) Other expenses		
2,352	1,652	1,913	(i) Selling & Marketing expense	6,448	2,549
2,841	2,595	1,506	(ii) Others	9,796	7,676
16,262	16,336	13,234	Total expenses	59,482	49,240
(1,971)	(668)	137	V Profit/(Loss) before tax (III- IV)	(3,271)	3,858
			VI Tax Expense:		
6	-	51	a) Current tax	6	1,054
(494)	(161)	(4)	b) Deferred tax	(801)	(66)
(488)	(161)	47	Total tax expense	(795)	988
(1,483)	(507)	90	VII Net Profit/(Loss) for the year/period (V-VI)	(2,476)	2,870
			VIII Other Comprehensive Income		
(3)	14	94	(i) Items that will not be reclassified to profit or loss	38	54
1	(3)	(24)	(ii) Income tax relating to items that will not be reclassified to profit or loss	(9)	(14)
(2)	11	70	Total other comprehensive profit/(loss) for the year (net of tax)	29	40
(1,485)	(496)	160	IX Total Comprehensive Income/(Loss) (after tax) (VII + VIII)	(2,447)	2,910
1,005	1,005	1,005	X Paid-up equity share capital (Face value - Rs. 2/- each)	1,005	1,005
			XI Other Equity	14,269	16,802
			XII Earnings Per Equity Share (of Rs. 2/- each)		
(2.85)	(1.00)	0.18	a) Basic EPS	(4.93)	5.72
(2.85)	(1.00)	0.18	b) Diluted EPS	(4.93)	5.72



Details of Statement of Assets and Liabilities is as follows:

Particulars	(Rs in Lakhs)	
	As at	
	31st March 2022 (Audited)	31st March 2021 (Audited)
A. ASSETS		
1. Non-current assets		
(a) Property, plant and equipment	16,174	16,152
(b) Right-of-use assets	4,241	6,256
(c) Capital work in progress	3,383	1,833
(d) Other Intangible assets	49	16
(e) Financial assets-others	667	614
(f) Income taxes (net)	275	218
(g) Other non-current assets	347	391
Total non-current assets	25,136	25,480
2. Current Assets		
(a) Inventories	3,252	2,645
(b) Financial assets		
(i) Investments	2,151	2,022
(ii) Trade receivables	649	404
(iii) Cash and cash equivalents	376	343
(iv) Bank balances other than (iii) above	6,371	8,538
(v) Other financial assets	121	121
(c) Other current assets	1,017	879
Total current assets	13,937	14,952
Total Assets	39,073	40,432
B. EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	1,005	1,005
(b) Other equity	14,269	16,802
Total Equity	15,274	17,807
Liabilities		
1. Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	5,989	7,129
(ii) Lease liabilities	2,204	4,471
(iii) Other financial liabilities	128	87
(b) Provisions	286	251
(c) Deferred tax liabilities (net)	649	1,441
(d) Other non-current liabilities	157	244
Total non-current liabilities	9,413	13,623
2. Current liabilities		
(a) Financial liabilities		
(i) Borrowings	3,152	828
(ii) Trade payables		
(A) total outstanding dues of micro enterprises and small enterprises	1,262	557
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	6,582	5,003
(iii) Lease liabilities	370	215
(iv) Other financial liabilities	1,389	1,240
(b) Provisions	185	307
(C) Other current liabilities	1,446	852
Total current liabilities	14,386	9,002
Total Equity and Liabilities	39,073	40,432



Statement of cash flows for the year ended 31st March 2022 and 31st March 2021 are as follows :-		(Rs. In Lakhs)	
		Year ended	
Particulars	31 st March	31 st March	
	2022	2021	
	(Audited)		
A. Net Cash flow from Operating Activities			
Profit/(loss) before tax	(3,271)	3,858	
Adjustment For:			
Depreciation and amortisation expense	1,439	1,318	
Finance cost	889	1,080	
Expense on employee stock option (ESOP) scheme	417	270	
Net loss on disposal of property, plant and equipment	(4)	-	
Net gain arising on investment designated at fair value through profit or loss (FVTPL)	(58)	(108)	
Interest income from financial assets carried at amortized cost on bank deposits	(411)	(454)	
Net loss on foreign exchange fluctuation	1	-	
Net effect of de-recognition of Right-of-use assets and lease liabilities	(316)	-	
Operating profit/(loss) before working capital changes	(1,314)	5,964	
<u>Adjustment for changes in working capital</u>			
Increase / (Decrease) in trade payables	2,284	85	
Increase / (Decrease) in current/ non current provisions	(87)	(141)	
Increase / (Decrease) in other financial liabilities	42	86	
Increase / (Decrease) in other current / non-current liabilities	588	236	
(Increase) / Decrease in inventories	(607)	(249)	
(Increase) / Decrease in trade receivables	(245)	(393)	
(Increase) / Decrease in other financial assets	(79)	6	
(Increase) / Decrease in other current / non-current assets	(143)	(702)	
Cash generated from operations	439	4,892	
Income tax paid	(63)	(1,002)	
Net cash generated from operating activities (A)	376	3,890	
B. Cash flow from investing activities			
Capital expenditure on property, plant and equipment	(2,372)	(955)	
Capital expenditure on Right-of-use assets	(27)	-	
Capital expenditure on intangible assets	(48)	(13)	
Proceeds from sale of investment	25	5,868	
Proceeds from sale of property, plant and equipment	7	2	
Bank deposits not considered as cash and cash equivalents - (placed) / matured	2,163	(5,764)	
Bank balances not considered as cash and cash equivalents- Unpaid Dividend	4	8	
Purchase of current investments	-	(2,000)	
Investments in Equity share capital	(96)	-	
Interest received	435	414	
Net cash (used in) investing activities	91	(2,440)	
C. Cash flow from Financing Activities			
Money received against exercise of options	-	82	
Dividends paid	(506)	(8)	
Finance cost paid	(652)	(830)	
Net increase / (decrease) in short term borrowings	1,921	(468)	
Proceeds from long term borrowings	-	3,352	
Repayment of lease liabilities	(373)	(264)	
Repayment of long term borrowings	(824)	(4,100)	
Net cash (used in) financing activities (C)	(434)	(2,236)	
Net increase/(decrease) in cash and cash equivalents [A+B+C]	33	(786)	
Cash and cash equivalent at the beginning of the year	343	1,129	
Cash and cash equivalent at end of the year	376	343	



Notes :

1. The above financial results have been prepared in accordance with the recognition and measurement principles as laid down in the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules (as amended)
2. The above financial results have been reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors at their meeting held on 25th May 2022. The audit of financial results for the year ended March 31, 2022 and limited review of financial results for the quarter ended March 31, 2022 has been completed by the Statutory Auditors of the Company and they have issued an unmodified report on the aforesaid results.
3. The Company's operations and financial results for the quarter and year ended March 31, 2022, have been temporarily impacted by the outbreak of Covid-19 pandemic. The Company has considered the possible effects that may result from the Covid-19 pandemic on the financial results and in this regard, the Company has made detailed assessments of its liquidity position for next one year and of the recoverability and carrying value of its assets comprising inventories and other assets as at the reporting date and on the basis of evaluation, based on the current estimates, the Company has concluded that there is no material adjustments required in the financial results. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial results will be continuously made and provided for as required.
4. The figures for the current quarter ended 31st March, 2022 and quarter ended 31st March, 2021 are the balancing figures between audited figures for the year ended 31st March, 2022 and 31st March, 2021, respectively and published figures for the nine month ended 31st December, 2021 and 31st December, 2020, respectively, which were subject to limited review.
5. The Company has net deferred tax liability amounting to Rs. 649 lakhs as at March 31, 2022 which includes recognition of deferred tax asset on unabsorbed loss and depreciation amounting to Rs. 857 lakhs during the year ended March 31, 2022 consistent with applicable accounting standards.
6. 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. Accordingly, the disclosure requirements of Ind AS 108 are not applicable.
7. The figures of previous year have been regrouped/reclassified wherever required to conform to the current year's presentation.

Place: Noida
Dated : 25th May 2022

FOR AND ON BEHALF OF THE BOARD


LAGAN SHASTRI
MANAGING DIRECTOR & CEO



**INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL FINANCIAL RESULTS AND
REVIEW OF QUARTERLY FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF
DFM Foods Limited**

Opinion and Conclusion

We have (a) audited the Financial Results for the year ended March 31, 2022 and (b) reviewed the Financial Results for the quarter ended March 31, 2022 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Financial Results for the Quarter and Year Ended March 31, 2022" of **DFM Foods Limited** ("the Company"), ("the Statement"), 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").

(a) Opinion on Annual Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the Financial Results for the year ended March 31, 2022:

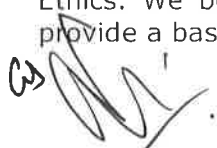
- i. is presented in accordance with the requirements of (Regulation 33) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and total comprehensive loss and other financial information of the Company for the year then ended.

(b) Conclusion on Unaudited Financial Results for the quarter ended March 31, 2022

With respect to the Financial Results for the quarter ended March 31, 2022, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Financial Results for the quarter ended March 31, 2022, prepared in accordance with the recognition and measurement principles laid down in the 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 amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Opinion on the Audited Financial Results for the year ended March 31, 2022

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Financial Results for the year ended March 31, 2022 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.



Management's Responsibilities for the Statement

This Statement which includes the Financial Results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Financial Results for the year ended March 31, 2022 has been compiled from the related audited financial statements. This responsibility includes the preparation and presentation of the Financial Results for the quarter and year ended March 31, 2022 that give a true and fair view of the net loss and other comprehensive loss and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with (Regulation 33) of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities

(a) Audit of the Financial Results for the year ended March 31, 2022

Our objectives are to obtain reasonable assurance about whether the Financial Results for the year ended March 31, 2022 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Financial Results, including the disclosures, and whether the Annual Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Financial Results of the Company to express an opinion on the Annual Financial Results.

Materiality is the magnitude of misstatements in the Annual Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Financial Results for the quarter ended March 31, 2022

We conducted our review of the Financial Results for the quarter ended March 31, 2022 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 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 SAs specified under section 143(10) of the Act 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.



Other Matters

The Statement includes the results for the Quarter ended March 31, 2022 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Our report on the Statement is not modified in respect of this matter.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.015125N)



Rajesh Kumar Agarwal
Partner
(Membership No.105546)
(UDIN: 22105546AJOSTT2221)

Place: Gurugram
Date: May 25, 2022

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25th May, 2022

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

Sub: **Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Nikhil Mathur, Chief Financial Officer of DFM Foods Limited having its Registered Office at 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014 and Corporate Office situated at 1401-1411, 14th Floor, Logix City Centre, Sector-32, Noida (U.P), hereby declare that, the Statutory Auditors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants (Regn. No. 015125N) have issued an Audit Report with unmodified opinion on the Annual Audited Financial Results of the Company for the financial year ended 31st March, 2022.

This declaration is given in compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Kindly take this declaration on your records.

Yours Sincerely,
For DFM Foods Limited

(Nikhil Mathur)
Chief Financial Officer



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BRIEF PROFILE OF CHANDRASEKARAN ASSOCIATES, COMPANY SECRETARIES

M/s. Chandrasekaran Associates is a firm of practicing company secretaries, established in 1988, providing secretarial consultancy services for more than 30 years. The firm has been providing consultancy to reputed listed companies and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate Developers, Insurance, Fast Moving Consumer Goods, Hotel, Travel, Food, Pharma, Home Furnishers, Tobacco etc.

The firm is lead by Mr. Rupesh Agarwal, Managing Partner along with other partners and team under guidance of Dr. S Chandrasekaran, Senior Partner.

| scv. 

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BRIEF PROFILE OF MR. PRADEEP DEBNATH, PRACTICING COMPANY SECRETARY AS SCRUTINIZER TO CONDUCT E-VOTING PROCESS IN THE ENSUING ANNUAL GENERAL MEETING

Mr. Pradeep Debnath, Practicing Company Secretary, 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.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "DFM FOODS LTD." around the perimeter and a small asterisk at the bottom center.

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