

## INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF DFM FOODS LIMITED

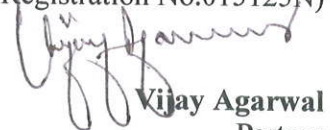
1. We have audited the accompanying Statement of Financial Results of **DFM FOODS LIMITED** ("the Company") for the year ended March 31, 2015 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 5 below. This Statement has been prepared on the basis of the related annual financial statements, which are the responsibility of the Company's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual financial statements, which have been prepared in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Attention is invited to Note 3 of the Statement regarding figures for the quarter ended March 31, 2015 being balancing figures between the 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.
4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
  - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and
  - (ii) gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Company for the year ended March 31, 2015.

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**Deloitte  
Haskins & Sells**

5. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding, in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to the investor complaints disclosed in Part II - Select Information for the quarter and year ended March 31, 2015 of the Statement, from the details furnished by the Management.

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

  
**Vijay Agarwal**  
Partner  
(Membership No.094468)

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Gurgaon, May 21, 2015

## AUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED 31<sup>ST</sup> MARCH, 2015

PART-I

(₹ in lacs)

| Quarter Ended                                     |                                      |   | Particulars   | Year Ended                         |                                    |
|---|--------------------------------------|---|---|------------------------------------|------------------------------------|
| 31 <sup>st</sup> Mar. 2015 Audited (Refer Note 3) | 31 <sup>st</sup> Dec. 2014 Unaudited | 31 <sup>st</sup> Mar. 2014 Audited (Refer Note 3) |   | 31 <sup>st</sup> Mar. 2015 Audited | 31 <sup>st</sup> Mar. 2014 Audited |
| 8497  | 6882                                 | 6305  | <b>1. Income from operations</b>  | 28873                              | 26290                              |
| 18  | 17                                   | 9   | a) Net Sales/Income from operations (Net of excise duty)  | 52                                 | 35                                 |
| <b>8515</b>                                       | <b>6899</b>                          | <b>6314</b>                                       | <b>Total income from operations (net)</b>   | <b>28925</b>                       | <b>26325</b>                       |
| 5238  | 4204                                 | 3988  | <b>2. Expenses</b>  | 17605                              | 16532                              |
| -   | -                                    | -   | a) Cost of materials consumed   | -                                  | -                                  |
| (37)  | (27)                                 | 45  | b) Purchases of stock-in-trade  | (53)                               | (23)                               |
| 726   | 662                                  | 615   | c) Changes in inventories of finished goods, work-in-progress and stock-in-trade  | 2616                               | 2303                               |
| 150   | 145                                  | 146   | d) Employee benefits expense  | 591                                | 579                                |
| 1515  | 1396                                 | 1218  | e) Depreciation and amortisation expense  | 5660                               | 5249                               |
| <b>7592</b>                                       | <b>6380</b>                          | <b>6012</b>                                       | <b>Total expenses</b>   | <b>26419</b>                       | <b>24640</b>                       |
| <b>923</b>  | <b>519</b>                           | <b>302</b>  | <b>3. Profit/(Loss) from operations before other income, finance costs, corporate social responsibility expense and exceptional items [1-2]</b> | <b>2506</b>                        | <b>1685</b>                        |
| 105   | 91                                   | 74  | 4. Other income   | 215                                | 388                                |
| <b>1028</b>                                       | <b>610</b>                           | <b>376</b>  | <b>5. Profit/(Loss) from ordinary activities before finance costs, corporate social responsibility expense and exceptional items [3+4]</b>      | <b>2721</b>                        | <b>2073</b>                        |
| 119   | 143                                  | 193   | 6. Finance costs  | 571                                | 849                                |
| <b>909</b>  | <b>467</b>                           | <b>183</b>  | <b>7. Profit/(Loss) from ordinary activities before corporate social responsibility expense and exceptional items [5-6]</b>                     | <b>2150</b>                        | <b>1224</b>                        |
| 25  | -                                    | -   | 8. Corporate social responsibility expense  | 25                                 | -                                  |
| 406   | -                                    | 243   | 9. Exceptional items (Refer Note 4)   | 406                                | 243                                |
| <b>478</b>  | <b>467</b>                           | <b>(60)</b>                                       | <b>10. Profit/(Loss) from ordinary activities before tax [7-8-9]</b>  | <b>1719</b>                        | <b>981</b>                         |
| 199   | 155                                  | (115)   | 11. Tax expense   | 618                                | 271                                |
| <b>279</b>  | <b>312</b>                           | <b>55</b>   | <b>12. Net Profit/(Loss) from ordinary activities after tax [10-11]</b>   | <b>1101</b>                        | <b>710</b>                         |
| -   | -                                    | -   | 13. Extraordinary items (net of tax expense ₹ Nil)  | -                                  | -                                  |
| <b>279</b>  | <b>312</b>                           | <b>55</b>   | <b>14. Net Profit/(Loss) for the period [12-13]</b>   | <b>1101</b>                        | <b>710</b>                         |
| 1000  | 1000                                 | 1000  | 15. Paid-up equity share capital (Face value - ₹ 10/- each)   | 1000                               | 1000                               |
| -   | -                                    | -   | 16. Reserve excluding Revaluation Reserves  | 3573                               | 2773                               |
| 2.79  | 3.12                                 | 0.55  | 17. Earnings Per Share (of ₹ 10/-each) (not annualised)   | 11.01                              | 7.10                               |
| 2.79  | 3.12                                 | 0.55  | a) Basic EPS  | 11.01                              | 7.10                               |
|   |                                      |   | b) Diluted EPS  | 11.01                              | 7.10                               |

PART-II

| A. PARTICULARS OF SHAREHOLDING |         |         |  |         |
|--------------------------------|---------|---------|--|---------|
| 5582806                        | 5582806 | 5582806 | 1. Public Shareholding   | 5582806 |
| 55.82%                         | 55.82%  | 55.82%  | - Number of shares   | 5582806 |
|                                |         |         | - Percentage of shareholding   | 55.82%  |
|                                |         |         | 2. Promoters and Promoter Group Shareholding   |         |
|                                |         |         | a) Pledged/Encumbered  |         |
| Nil                            | Nil     | Nil     | - Number of shares   | Nil     |
| Nil                            | Nil     | Nil     | - Percentage of shares (as a % of the total shareholding of the promoter and promoter group) | Nil     |
|                                |         |         | - Percentage of shares (as a % of the total share capital of the company)                    | Nil     |
|                                |         |         | b) Non-Encumbered  |         |
| 4418870                        | 4418870 | 4418870 | - Number of shares   | 4418870 |
| 100%                           | 100%    | 100%    | - Percentage of shares (as a % of the total shareholding of the promoter and promoter group) | 100%    |
|                                |         |         | - Percentage of shares (as a % of the total share capital of the company)                    | 100%    |
| 44.18%                         | 44.18%  | 44.18%  |  | 44.18%  |

| Particulars                                    | 3 months ended 31.03.2015 |
|--|---------------------------|
| <b>B. INVESTOR COMPLAINTS</b>                  |                           |
| Pending at the beginning of the quarter        | NIL                       |
| Received during the quarter                    | NIL                       |
| Disposed of during the quarter                 | NIL                       |
| Remaining unresolved at the end of the quarter | NIL                       |

### STATEMENT OF ASSETS AND LIABILITIES (AUDITED)

(₹ in lacs)

| Particulars                                | For the year ended           |                              |
|--|------------------------------|------------------------------|
|  | 31 <sup>st</sup> March, 2015 | 31 <sup>st</sup> March, 2014 |
| <b>A. EQUITY AND LIABILITIES</b>           |                              |                              |
| <b>1. Shareholders' Funds</b>              |                              |                              |
| a) Share capital                           | 1000                         | 1000                         |
| b) Reserves and surplus                    | 3573                         | 2773                         |
| <b>Sub-Total - Shareholders' Funds</b>     | <b>4573</b>                  | <b>3773</b>                  |
| <b>2. Non-Current Liabilities</b>          |                              |                              |
| a) Long - term borrowings                  | 2803                         | 3245                         |
| b) Deferred tax liabilities (net)          | 749                          | 648                          |
| c) Other long - term liabilities           | 766                          | 702                          |
| d) Long - term provisions                  | 87                           | 41                           |
| <b>Sub-Total - Non-Current Liabilities</b> | <b>4405</b>                  | <b>4636</b>                  |
| <b>3. Current Liabilities</b>              |                              |                              |
| a) Short - term borrowings                 | 1114                         | 491                          |
| b) Trade payables                          | 1434                         | 1315                         |
| c) Other current liabilities               | 2146                         | 2034                         |
| d) Short - term provisions                 | 507                          | 410                          |
| <b>Sub-Total - Current Liabilities</b>     | <b>5201</b>                  | <b>4250</b>                  |
| <b>TOTAL - EQUITY AND LIABILITIES</b>      | <b>14179</b>                 | <b>12659</b>                 |
| <b>B. ASSETS</b>                           |                              |                              |
| <b>1. Non-Current Assets</b>               |                              |                              |
| a) Fixed assets                            | 8824                         | 9112                         |
| b) Non - current investments               | 2                            | 2                            |
| c) Long - term loans and advances          | 254                          | 139                          |
| d) Other non - current assets              | 16                           | 91                           |
| <b>Sub-Total - Non-Current Assets</b>      | <b>9096</b>                  | <b>9344</b>                  |
| <b>2. Current Assets</b>                   |                              |                              |
| a) Current investments                     | 3079                         | 1400                         |
| b) Inventories                             | 1825                         | 1491                         |
| c) Trade receivables                       | 3                            | 1                            |
| d) Cash and cash equivalents               | 86                           | 226                          |
| e) Short - term loans and advances         | 82                           | 174                          |
| f) Other current assets                    | 8                            | 23                           |
| <b>Sub-Total - Current Assets</b>          | <b>5083</b>                  | <b>3315</b>                  |
| <b>TOTAL - ASSETS</b>                      | <b>14179</b>                 | <b>12659</b>                 |

Notes:

- The above financial results were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors at their meeting held on 21<sup>st</sup> May, 2015.
- The Board of Directors has recommended a dividend of ₹ 2.50 per equity share of face value of ₹ 10/- each i.e. 25% for the year ended 31<sup>st</sup> March, 2015 subject to the approval of the shareholders at the Annual General Meeting of the Company.
- Figures of the quarter ended 31<sup>st</sup> March, 2015 and 31<sup>st</sup> March, 2014 are the balancing figures between audited figures in respect of the full financial year and the unaudited published year to date figures up to the third quarter ended December 31, 2014 and December 31, 2013, respectively.
- During the year Commercial Tax department has raised demand on the Company on account of rate differences w.r.t. classification of products.
- Figures for the previous year/period have been regrouped, wherever necessary, to correspond with the figure of the current year/period.

FOR AND ON BEHALF OF THE BOARD

Place: Delhi  
Dated: 21<sup>st</sup> May, 2015

**MOHIT JAIN**  
MANAGING DIRECTOR







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

21<sup>st</sup> May, 2015

BSE Ltd.  
Corporate Relationship Deptt.  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
**Mumbai – 400001**

Dear Sirs,

**Co. Code No. - 519588**

As required under clause 20 and 20A of the Listing Agreement, we have the pleasure in informing you that the Board of Directors of the Company in their meeting held on 21<sup>st</sup> May, 2015 have recommended the payment of dividend of Rs. 2.50 per fully paid up equity shares of Rs. 10/- each for the year 2014/15

Further, the dividend as declared by the shareholders will be credited / dispatched between 8<sup>th</sup> August, 2015 and 17<sup>th</sup> August, 2015.

The other particulars required to be given under the aforesaid clause are as under:

| <b><u>Particulars</u></b>   | <b><u>(Rs. in lacs)</u></b>             |   |
|---|---|---|
|   | <b><u>Year ended<br/>31.03.2015</u></b> | <b><u>Year ended<br/>31.03.2014</u></b> |
| Total turnover  | 28873                                   | 26290                                   |
| Gross Profit / (Loss)   | 2741                                    | 1803                                    |
| Provision for depreciation  | 591                                     | 579                                     |
| CSR expense   | 25                                      | -                                       |
| Exceptional Items<br>[*Commercial tax demand on account of rate differences<br>**Amortization of Trade Marks] | *406                                    | **243                                   |
| Provision for tax including earlier years   | 517                                     | 321                                     |
| Deferred Tax  | 101                                     | (50)                                    |
| Net Profit for the year   | 1101                                    | 710                                     |
| Surplus brought forward   | 283                                     | 365                                     |
| Available for appropriation   | 1384                                    | 1075                                    |

Further, the total amounts of Rs.1384 lakhs available for appropriation have been appropriated as follows:-

- i) Rs. 250 lakhs towards proposed dividend
- ii) Rs. 51 lakhs towards tax on proposed dividend
- iii) Rs. 600 lakhs is proposed to be transferred to General Reserve
- iv) Rs. 483 lakhs is proposed to be carried forward in the Balance Sheet

Thanking you.

Yours faithfully,  
for DFM Foods Ltd.

  
Company Secretary