

MBFSL/CS/2025-26

12<sup>th</sup> August, 2025

<b>To, Department of Corporate Relations, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001</b>	<b>To, National Stock Exchange of India Ltd, Exchange Plaza, C- 1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai– 400051</b>
<b>Scrip Code : 543253</b>	<b>Scrip Symbol : BECTORFOOD</b>

**SUB: Outcome of the Board Meeting**

Dear Sir,

Pursuant to the regulation 30, 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby inform you that the Board of Directors of Mrs. Bectors Food Specialities Limited (the “Company”), at its meeting held today, i.e. 12<sup>th</sup> August, 2025, has considered and approved the following:

1. Unaudited consolidated financial results of the Company for the quarter ended June 30, 2025 along with the limited review report issued by M/s Walker Chandiook & Co. LLP, Statutory Auditors of the Company;
2. Unaudited standalone financial results of the Company for the quarter ended June 30, 2025 along the limited review report issued by M/s Walker Chandiook & Co. LLP, Statutory Auditors of the Company.
3. The 30<sup>th</sup> Annual General Meeting of the Company will be held on Friday, the 19<sup>th</sup> day of September, 2025 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).
4. Sub-division/split of the 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, into 5 (Five) equity shares, having face value of Rs. 2/- each (Rupees Two only) each, fully paid-up, by alteration in Capital Clause of the Memorandum of Association (MOA) of the Company, subject to approval of the shareholders and any regulatory/ statutory approvals, as may be required under applicable laws.

The Record Date for the purpose of the sub-division/split of equity shares shall be intimated in due course.

Further, the existing Clause V of the MOA of the company will be substituted with the following new clause:

“The Authorized Share Capital of the Company is ₹ 65,00,00,000 (Rupees Sixty Five Crores) divided into 32,50,00,000 (Thirty Two Crore Fifty Lakh) Equity Shares of ₹ 2/- (Rupees Two) each.”

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 is enclosed as **Annexure 1.**

**Mrs. Bectors Food Specialities Ltd.**

**Corporate Office:** 1<sup>st</sup> Floor, Emaar Digital Greens Tower -A, Golf Course Extension Road, Sector 61, Gurugram, Haryana- 122002 (India) P: (+91-124) 4096 300

**Regd. Office:** Theing Road, Phillaur - 144410, Punjab, India P: (+91-1826) 225418, 222826, 2223138 F: (+91-1826) 222915

CIN: L74899PB1995PLC033417, E: atul.sud@bectorfoods.com

5. The Board approved the amendment in the Policy for Prevention of Insider Trading. The amended policy is attached herewith as **Annexure 2**.

The meeting of the Board of Directors commenced at 12:00 Hrs IST and concluded at 14:30 Hrs IST.

This is submitted for your kind information and necessary records.

Yours sincerely,

**Thanking you,  
For Mrs. Bectors Food Specialities Limited**

**Atul Sud  
Company Secretary and Compliance Officer  
M.No. F10412**

**Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of Mrs. Bectors Food Specialities Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

**To the Board of Directors of Mrs. Bectors Food Specialities Limited**

1. We have reviewed the accompanying statement of consolidated unaudited financial results ('the Statement') of Mrs. Bectors Food Specialities Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associate (refer Annexure 1 for the list of subsidiaries and associate included in the Statement) for the quarter ended 30 June 2025, 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) ('Listing Regulations').
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 accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. 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. A review of interim financial information consists of making 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 the Standards on Auditing 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.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditor referred to in paragraph 5 below, 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 Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



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Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Indore, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

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Walker ChandioK & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi, 110001, India

# Walker Chandiook & Co LLP

## Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of Mrs. Bectors Food Specialities Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

5. The Statement includes the Group's share of net profit after tax of ₹ 0.28 millions and total comprehensive income of ₹ 0.28 millions, for the quarter ended on 30 June 2025, as considered in the Statement, in respect of 1 associate, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditor whose review report has been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of this associate is based solely on the review report of such other auditor and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the report of the other auditor.

6. The Statement includes the interim financial information of 2 subsidiaries, which has not been reviewed by their auditors, whose interim financial information reflects total revenues of ₹ 17.06 millions, net loss after tax of ₹ 3.79 millions, total comprehensive loss of ₹ 3.79 millions for the quarter ended 30 June 2025, as considered in the Statement. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, are based solely on such unreviewed interim financial information. According to the information and explanations given to us by the management, these interim financial information are not material to the Group.

Our conclusion is not modified in respect of this matter with respect to our reliance on the financial information certified by the Board of Directors.

7. The review of unaudited consolidated quarterly financial results for the quarter ended 30 June 2024, included in the Statement was carried out and reported by B S R & Co. LLP, Chartered Accountants who have expressed unmodified conclusion vide their review report dated 02 August 2024, whose review report has been furnished to us by the management and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

### For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

*Tarun*

**Tarun Gupta**

Partner

Membership No. 507892

UDIN : 25507892BMNSOU3621



Place: Gurugram

Date: 12 August 2025

Chartered Accountants

# Walker ChandioK &Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of Mrs. Bectors Food Specialities Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

## Annexure 1

### List of entities included in the Statement

S.No.	Name	Relationship with the Holding Company
1	Bakebest Foods Private Limited	Wholly owned subsidiary
2	Mrs. Bectors English Oven Limited	Wholly owned subsidiary
3	Mrs. Bectors Food International FZE	Wholly owned subsidiary
4	Cremica Agro Foods Limited	Associate



**Mrs. Bectors Food Specialities Limited**  
Corporate Identity Number (CIN): L74899PB1995PLC033417  
Registered Office: Theing Road, Phillaur, Jalandhar-144410  
Tel: +91-124-4096300 Email: atul.sud@bectorfoods.com Website: www.bectorfoods.com

**Statement of consolidated unaudited financial results for the quarter ended 30 June 2025**

(Rs. in millions, unless otherwise stated)

Sr. No.	Particulars	Quarter ended			Year ended
		30 June 2025 (Unaudited)	31 March 2025 (refer note 5)	30 June 2024 (Unaudited)	31 March 2025 (Audited)
1	Revenue from operations	4,729.63	4,460.72	4,394.01	18,738.78
2	Other income	74.39	113.48	50.23	289.78
3	<b>Total income (1+2)</b>	<b>4,804.02</b>	<b>4,574.20</b>	<b>4,444.24</b>	<b>19,028.56</b>
4	<b>Expenses</b>				
	Cost of materials consumed	2,587.77	2,447.96	2,352.44	9,829.15
	Purchase of stock-in-trade	108.04	116.73	91.09	389.34
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(124.21)	(79.86)	(158.36)	(132.23)
	Employee benefits expense	714.10	598.36	637.80	2,587.98
	Finance costs	30.82	18.99	41.90	128.77
	Depreciation and amortisation expense	212.91	197.76	173.37	758.72
	Other expenses	861.55	822.02	830.92	3,550.01
	<b>Total expenses</b>	<b>4,390.98</b>	<b>4,121.96</b>	<b>3,969.16</b>	<b>17,111.74</b>
5	<b>Profit before share of profit of an associate and tax (3-4)</b>	<b>413.04</b>	<b>452.24</b>	<b>475.08</b>	<b>1,916.82</b>
6	Share of profit of an associate	0.28	0.25	0.24	0.92
7	<b>Profit before tax (5+6)</b>	<b>413.32</b>	<b>452.49</b>	<b>475.32</b>	<b>1,917.74</b>
8	<b>Tax expense</b>				
	Current tax	94.87	127.78	116.79	499.13
	Deferred tax	9.67	(18.06)	4.27	(13.72)
9	<b>Profit after tax (7-8)</b>	<b>308.78</b>	<b>342.77</b>	<b>354.26</b>	<b>1,432.33</b>
10	<b>Other comprehensive income/(loss)</b>				
	A.(i) Items that will not be reclassified to statement of profit or loss				
	Remeasurement of defined benefit plans	(0.52)	0.55	(0.88)	(2.09)
	(ii) Income tax relating to items that will not be reclassified to statement of profit or loss	0.13	(0.15)	0.22	0.52
	B.(i) Items that will be reclassified to statement of profit or loss				
	Exchange difference on translation of foreign operations	0.06	0.02	(0.01)	0.18
	(ii) Income tax relating to items that will be reclassified to statement of profit or loss	-	-	-	-
11	<b>Total comprehensive income (9+10)</b>	<b>308.45</b>	<b>343.19</b>	<b>353.59</b>	<b>1,430.94</b>
12	Paid-up equity share capital (face value of Rs. 10/- per share)	613.47	613.47	587.77	613.47
13	Other equity				11,044.33
14	Earnings per equity share (in Rs.) (not annualised):				
	(a) Basic	5.03	5.59	6.03	23.79
	(b) Diluted	5.03	5.59	6.03	23.78
	See accompanying notes to the consolidated unaudited financial results				



*[Handwritten Signature]*

**Notes :**

- 1 The above consolidated unaudited financial results of Mrs. Bectors Food Specialities Limited ('the Holding Company') and its subsidiaries (collectively referred to as 'the Group') and an associate for the quarter ended 30 June 2025 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 12 August 2025. These results have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended).
- 2 The statutory auditors of the Holding Company have carried out a limited review of the consolidated unaudited financial results for the quarter ended 30 June 2025 and have issued an unmodified review report. The review report of the statutory auditors is being filed with the BSE Limited and National Stock Exchange of India Limited. For more details on consolidated unaudited financial results, visit financial performance section of our website [www.bectorfoods.com](http://www.bectorfoods.com) and financials results at corporate section at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 3 The operating segment of the Group is identified to be "food products", as the Chief Operating Decision Maker reviews business performance at an overall group level as one segment.
- 4 During the year ended 31 March 2025, the Holding Company had completed its Qualified Institutional Placement ('QIP') of fresh issue of 2,580,645 equity shares of face value of Rs. 10/- each for cash at an issue price of Rs. 1,550/- per equity share (including securities premium of Rs. 1,540/- per equity share) aggregating to Rs. 4,000.00 millions. The Holding Company had incurred Rs. 97.89 millions as QIP related expenses (excluding applicable taxes of Rs. 15.38 millions) which have been adjusted against securities premium.

The utilisation of net QIP proceeds is summarized below:

(Rs. in millions)

Particulars	Planned net proceeds as per Offer Document	Actual net proceeds	Utilisation upto 30 June 2025	Unutilised amount as on 30 June 2025
1. Repayment and/ or pre-payment, in full or in part, of certain outstanding borrowings availed by the Holding Company	1,550.00	1,550.00	1,550.00	-
2. Investment in subsidiary, Bakebest Foods Private Limited for financing the project cost towards Khopoli expansion project #	1,300.00	1,300.00	700.89	599.11
3. Financing the project cost towards Madhya Pradesh project	200.00	200.00	200.00	-
4. General corporate purposes (net of QIP expenses, including applicable taxes) *	830.62	836.73*	810.11	26.62
<b>Total proceeds</b>	<b>3,880.62</b>	<b>3,886.73</b>	<b>3,261.00</b>	<b>625.73</b>

The above mentioned unutilized proceeds have been temporarily invested in deposits with banks.

# The Holding Company has transferred Rs. 1,300.00 millions to its subsidiary, Bakebest Foods Private Limited with Rs. 599.11 millions pending to be utilised for the Khopoli expansion project by the subsidiary.

\* Revised on account of finalisation of share issue expenses

- 5 The figures for the last quarter ended 31 March 2025, as reported in these consolidated unaudited financial results, are the balancing figures between audited figures in respect of the full financial year and the published, year to date, figures upto the end of third quarter of financial year. Also, the figures up to the end of the third quarter of previous year had only been reviewed and not subject to audit.

For and on behalf of the Board of Directors of  
Mrs. Bectors Food Specialities Limited



*[Handwritten Signature]*  
**Anoop Bector**  
Managing Director

Place: Phillaur  
Date: 12 August 2025

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**Walker Chandiook & Co LLP**

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Haryana, India

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## Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of Mrs. Bectors Food Specialities Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

### To the Board of Directors of Mrs. Bectors Food Specialities Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of Mrs. Bectors Food Specialities Limited ('the Company') which includes Bector Employee Welfare Trust ('the Trust') for the quarter ended 30 June 2025, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. The 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 Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. 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. A review of interim financial information consists of making 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 the Standards on Auditing 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.
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 the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. The review of standalone unaudited quarterly financial results for the quarter ended 30 June 2024, included in the Statement was carried out and reported by B S R & Co. LLP, Chartered Accountants who has expressed unmodified conclusion vide their review report dated 02 August 2024, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.



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Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Indore, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

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# Walker Chandiook & Co LLP

## Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of Mrs. Bectors Food Specialities Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (cont'd)

6. The Statement includes the interim financial information of the Trust, which have not been reviewed, and whose interim financial information reflects total revenues of ₹ nil, total net profit after tax of ₹ nil, total comprehensive income of ₹ nil for the quarter ended 30 June 2025, as considered in the Statement. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the Trust, is based solely on such unreviewed financial information. According to the information and explanations given to us by the management, this interim financial information are not material to the Company.

Our conclusion is not modified in respect of this matter with respect to our reliance on the aforesaid financial information certified by the Board of Directors.

### For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

*Tarun*

**Tarun Gupta**

Partner

Membership No. 507892

UDIN : 25507892BMNSOT7238



**Place:** Gurugram

**Date:** 12 August 2025

Mrs. Bectors Food Specialities Limited  
Corporate Identity Number (CIN): L74899PB1995PLC033417  
Registered Office: Theing Road, Phillaur, Jalandhar-144410  
Tel: +91-124-4096300 Email: atul.sud@bectorfoods.com Website: www.bectorfoods.com

Statement of standalone unaudited financial results for the quarter ended 30 June 2025

Sr. No.	Particulars	(Rs. in millions, unless otherwise stated)			
		Quarter ended		Year ended	
		30 June 2025 (Unaudited)	31 March 2025 (refer note 6)	30 June 2024 (Unaudited)	31 March 2025 (Audited)
1	Revenue from operations	4,383.44	4,117.29	4,092.30	17,419.05
2	Other income	59.33	93.37	47.05	241.57
3	<b>Total income (1+2)</b>	<b>4,442.77</b>	<b>4,210.66</b>	<b>4,139.35</b>	<b>17,660.62</b>
4	<b>Expenses</b>				
	Cost of materials consumed	2,436.97	2,312.94	2,217.04	9,272.94
	Purchase of stock-in-trade	79.73	74.52	73.74	276.84
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(123.78)	(80.38)	(157.41)	(131.80)
	Employee benefits expense	670.32	559.35	598.29	2,421.21
	Finance costs	30.72	18.08	41.90	127.86
	Depreciation and amortisation expense	198.05	180.34	164.62	712.39
	Other expenses	817.77	767.33	788.33	3,363.79
	<b>Total expenses</b>	<b>4,109.78</b>	<b>3,832.18</b>	<b>3,726.51</b>	<b>16,043.23</b>
5	<b>Profit before tax (3-4)</b>	<b>332.99</b>	<b>378.48</b>	<b>412.84</b>	<b>1,617.39</b>
6	<b>Tax expense</b>				
	Current tax	81.83	105.04	100.33	415.02
	Deferred tax	2.36	(14.92)	4.73	(7.92)
7	<b>Profit after tax (5-6)</b>	<b>248.80</b>	<b>288.36</b>	<b>307.78</b>	<b>1,210.29</b>
8	<b>Other comprehensive (loss)</b>				
	(i) Items that will not be reclassified to statement of profit or loss				
	Remeasurement of defined benefit plans	(0.63)	(0.21)	(0.77)	(2.51)
	(ii) Income tax relating to items that will not be reclassified to statement of profit or loss	0.16	0.05	0.19	0.63
9	<b>Total comprehensive income (7+8)</b>	<b>248.33</b>	<b>288.20</b>	<b>307.20</b>	<b>1,208.41</b>
10	Paid-up equity share capital (face value of Rs. 10/- per share)	613.47	613.47	587.77	613.47
11	Other equity				10,305.60
12	Earnings per equity share (in Rs.) (not annualised):				
	(a) Basic	4.05	4.70	5.24	20.10
	(b) Diluted	4.05	4.70	5.24	20.10
	See accompanying notes to the standalone unaudited financial results				



**Notes:**

- 1 The above standalone unaudited financial results of Mrs. Bectors Food Specialities Limited ('the Company') for the quarter ended 30 June 2025 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 12 August 2025. These results have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended).
- 2 The statutory auditors of the Company have carried out a limited review of the standalone unaudited financial results for the quarter ended 30 June 2025 and have issued an unmodified review report. The review report of the statutory auditors is being filed with the BSE Limited and National Stock Exchange of India Limited. For more details on standalone unaudited financial results, visit financial performance section of our website [www.bectorfoods.com](http://www.bectorfoods.com) and financials results at corporate section at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 3 The operating segment of the Company is identified to be "food products", as the Chief Operating Decision Maker reviews business performance at an overall company level as one segment.
- 4 During the year ended 31 March 2025, the Company had completed its Qualified Institutional Placement ('QIP') of fresh issue of 2,580,645 equity shares of face value of Rs. 10/- each for cash at an issue price of Rs. 1,550/- per equity share (including securities premium of Rs. 1,540/- per equity share) aggregating to Rs. 4,000.00 millions. The Company had incurred Rs. 97.89 millions as QIP related expenses (excluding applicable taxes of Rs. 15.38 millions) which have been adjusted against securities premium.

The utilisation of net QIP proceeds is summarized below:

Particulars	(Rs. in millions)			
	Planned net proceeds as per Offer Document	Actual net proceeds	Utilisation upto 30 June 2025	Unutilised amount as on 30 June 2025
1. Repayment and/ or pre-payment, in full or in part, of certain outstanding borrowings availed by the Company	1,550.00	1,550.00	1,550.00	-
2. Investment in subsidiary, Bakebest Foods Private Limited for financing the project cost towards Khopoli expansion project #	1,300.00	1,300.00	700.89	599.11
3. Financing the project cost towards Madhya Pradesh project	200.00	200.00	200.00	-
4. General corporate purposes (net of QIP expenses, including applicable taxes)	830.62	836.73*	810.11	26.62
<b>Total proceeds</b>	<b>3,880.62</b>	<b>3,886.73</b>	<b>3,261.00</b>	<b>625.73</b>

The above mentioned unutilized proceeds have been temporarily invested in deposits with banks.

# The Company has transferred Rs. 1,300.00 millions to its subsidiary, Bakebest Foods Private Limited with Rs. 599.11 millions pending to be utilised for the Khopoli expansion project by the subsidiary.

\* Revised on account of finalisation of share issue expenses

- 5 The standalone unaudited financial results also include the financial information of the Bector Employee Welfare Trust (the Trust).
- 6 The figures for the last quarter ended 31 March 2025, as reported in these standalone unaudited financial results, are the balancing figures between audited figures in respect of the full financial year and the published, year to date, figures upto the end of third quarter of financial year. Also, the figures up to the end of the third quarter of previous year had only been reviewed and not subject to audit.

For and on behalf of the Board of Directors of  
Mrs. Bectors Food Specialities Limited



*[Handwritten Signature]*  
Anoop Bector  
Managing Director

Place: Phillaur  
Date: 12 August 2025

## Annexure-1

S. No.	Particulars	Disclosure																														
1	<b>Split/ Consolidation ratio</b>	1:5 i.e., existing 1 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub-divided/split into 5 (Five) equity shares, having face value of Rs. 2/- (Rupees Two only) each, fully paid-up.																														
2	<b>Rationale behind the split / Consolidation</b>	To enhance the liquidity of Company's Equity Shares in the capital market and to encourage wider participation of investors by making equity shares of the Company more affordable.																														
3	<b>Pre and post share capital – authorized, paid-up and subscribed</b>	<table border="1"> <thead> <tr> <th>Particulars</th> <th colspan="2">Pre Sub-division/Split</th> <th colspan="2">Post Sub-division/Split</th> </tr> <tr> <td></td> <td>No. of Equity shares</td> <td>Face Value (Rs.)</td> <td>No. of Equity shares</td> <td>Face Value (Rs.)</td> </tr> </thead> <tbody> <tr> <td colspan="5"><b>Authorized Share Capital</b></td> </tr> <tr> <td>Equity Shares</td> <td>6,50,00,000</td> <td>10</td> <td>32,50,00,000</td> <td>2</td> </tr> <tr> <td colspan="5"><b>Issued, Subscribed and Paid-up Share Capital</b></td> </tr> <tr> <td>Equity Shares</td> <td>6,13,98,119</td> <td>10</td> <td>30,69,90,595</td> <td>2</td> </tr> </tbody> </table>	Particulars	Pre Sub-division/Split		Post Sub-division/Split			No. of Equity shares	Face Value (Rs.)	No. of Equity shares	Face Value (Rs.)	<b>Authorized Share Capital</b>					Equity Shares	6,50,00,000	10	32,50,00,000	2	<b>Issued, Subscribed and Paid-up Share Capital</b>					Equity Shares	6,13,98,119	10	30,69,90,595	2
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4	<b>Expected time of completion</b>	Tentatively within 2 (two) months from the date of approval of the Shareholders of the Company and any regulatory/ statutory approvals, as may be required under applicable laws.																														
5	<b>Class of shares which are consolidated or subdivided</b>	Equity Shares having face value of Rs.10/- each, fully paid-up, ranking pari- passu.																														
6	<b>Number of shares of each class pre and post split or consolidation</b>	The Company has issued only one class of Equity Shares.  For number of shares, pre and post-split, please refer point no. 3 above.																														
7	<b>Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding</b>	Not Applicable																														

**Mrs. Bectors Food Specialities Ltd.**

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**MRS.BECTORS FOOD SPECIALITIES LIMITED**

**POLICY**

**FOR**

**PREVENTION OF INSIDER TRADING**

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# IN TERMS OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 & SEBI (PROHIBITION OF FRAUDULENT AND UNFAIR TRADE PRACTICES RELATING TO THE SECURITIES MARKET) REGULATIONS, 2003

## 1. PREFACE

**Mrs. Bectors Food Specialities Limited** (the “**Company**”) is committed to preserve the confidentiality and preventing the misuse of any un-published price sensitive information. The Company is further committed, upon listing of its shares at stock exchange/s, to adhere to all applicable laws and regulations set forth by the Securities and Exchange Board of India (“**SEBI**”) and/or the Stock Exchanges with regard to prevention of insider trading.

Company recognizes the fact that trading on insider information is not only illegal, but also tarnishes corporate credibility. Therefore, the Company is committed to ensure transparency and fairness in dealing with all stakeholders of the Company.

This policy for prevention of insider trading (the “**Policy**”) aims to define and establish rules & process of the Company with respect to:

- Prevention of Insider trading of securities;
- Ensure there is no violation of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, upon its applicability.
- Maintenance of confidentiality of Unpublished Price Sensitive Information; and
- Adherence to applicable SEBI guidelines by all Connected Persons or deemed Connected Persons including directors, officers and Designated Persons for prevention of insider trading.

## 2. EFFECTIVE DATE

The Policy shall come into force with effect from the date the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003 taking effect with respect to the Company.

## 3. DEFINITIONS

Definitions of some of the key terms used in this Policy are given below:

- a) “**Board**” means the Board of Directors of the Company for the time being.
- b) “**Company**” means Mrs. Bectors Food Specialities Limited.
- c) “**Compliance Officer**” means any senior officer so designated by the Company from time to time.
- d) “**Connected Person**” means a ‘Connected Person’ as defined under Clause 2(1)(d) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, which includes:

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,-
  - (a) a relative of connected persons specified in clause (i); or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act,2013; or
  - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - (i) a banker of the company;
  - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent of the holding or interest; or
  - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner;
  - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d)
- e) **“Designated Person”** shall include a person occupying any of the following positions in the company:
  - i. All Directors on the Board;
  - ii. All Key Managerial Personnel;
  - iii. All Senior Managerial Personnel;
  - iv. All Vice President &above;
  - v. All Employees (Above Manager Grade) in the Finance & Accounts, Legal, Secretarial & Compliance, Investor Relations, Communications and Media Communications departments;
  - vi. All employees who are attached to Directors/MD/CEO’s Office;
  - vii. Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants and Advisors of the Company;
  - viii. Any other person who on the basis of their role and function in the Company, is reasonably expected to have access to unpublished price sensitive information(s) relating to the Company or its securities, as may be decided by the Chairman/Managing Director/Whole-Time Director/Joint Managing Director/Compliance Officer, from time to time;
- f) **“Generally available information”** means information that is accessible to the public on a non- discriminatory basis and shall not include unverified event or information reported in print or electronic media;

- g) **“Insider”** means as defined under Clause 2(1)(g) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, which means any person who is:
- i) a Connected Person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- h) **“Insider Trading”** means actions where insiders use unpublished price sensitive information to arrive at securities trading decisions;
- i) **“Immediate relative”** means a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities;
- j) **“Key Managerial Personnel”** means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013 as under:
- (i) the Chief Executive Officer or the Managing Director or the Manager;
  - (ii) the Company Secretary;
  - (iii) the Whole-time director;
  - (iv) the Chief Financial Officer;
  - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - (vi) such other officer as may be prescribed.
- k) **“Nomination and Remuneration Committee (NRC)”** means a Committee of Directors constituted under Section 178 of Companies Act, 2013, read with rules made thereunder.
- l) **“Policy”** means policy for prevention of insider trading.
- m) **“Promoter”** shall have the meaning assigned to it under Regulation 2(1)(oo) the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modifications thereof, as under:
- “promoter” includes:
- (i) person(s) who has been named as such in a draft offer document or offer document or is identified by the issuer in the annual return referred to in section 92 of the Companies Act, 2013; or
  - (ii) person(s) who are in control of the issuer, directly or indirectly whether as a shareholder, director or otherwise;
  - (iii) person(s) in accordance with whose advice, directions or instructions the board of directors of the Company is accustomed to act

Provided that a director or officer of the issuer or a person, if acting as such merely in his professional capacity, shall not be deemed as a promoter:

Provided further that a financial institution, scheduled bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by SEBI from time to time, shall not be deemed to be a promoter merely by virtue of the fact that twenty per cent. or more of the equity share capital of the issuer is held by such person;

- n) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act,

1956 or any modification thereof except units of a mutual fund;

- o) **“SEBI”** means the Securities and Exchange Board of India.
- p) **“SEBI Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- q) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- r) **“Trading Day”** means a day on which the recognised stock exchanges are open for trading.
- s) **“Unpublished Price Sensitive Information”** shall have the meaning as defined under the SEBI Insider Trading Regulations which means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
  - i. Financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - vi. change in rating(s), other than ESG rating(s);
  - vii. fund raising proposed to be undertake;
  - viii. agreements, by whatever name called, which may impact the management or control of the company;
  - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
  - x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
  - xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
  - xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
  - xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
  - xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
  - xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
  - xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Words and expressions not defined in this Policy shall have the same meaning as contained in SEBI Insider Trading Regulations.

#### **4. DUTIES OF COMPLIANCE OFFICER**

The Company shall appoint any senior person as the Compliance Officer who shall report to the Board on matters relating to prevention of Insider trading as specified in the Policy. His duties shall include the following:

- monitoring implementation of the Policy under the overall supervision of the Board;
- maintaining records of Designated Persons and any changes made to the list of Designated Persons;
- assisting employees in addressing concerns and clarification regarding the Policy and SEBI Insider Trading Regulations;
- consultation with the Chairman and/or Managing Director and the Board to specify prohibited period (i.e. closure of the Trading Window) from time to time and make announcement/s thereof;
- ensuring that prohibited period is intimated to all concerned before the commencement of the said period;
- maintaining records of all the declarations submitted in the appropriate form given by the Designated Persons;
- informing the Stock Exchange/s on which the securities of the Company are listed and to disclose to the same to the extent required under rules and regulations promulgated by SEBI or the Stock Exchanges;
- ensuring posting of details of the trading in the securities by Designated Persons before the Board of Directors and in particular, to provide reports to the Chairman of the Audit Committee or to the Chairman of the Board on quarterly basis along with relevant documents that such persons had executed under the pre-clearance procedure as mentioned in this Policy.
- implementing punitive measures or disciplinary action prescribed for any violation or contravention of the Policy;
- Undertaking such things as provided in the SEBI Insider Trading Regulations from time to time.

#### **5. MAINTENANCE OF CONFIDENTIALITY**

- Insiders shall maintain the confidentiality of all unpublished price sensitive information.
- Insiders shall also not pass on such information to any person directly or indirectly by any means including recommending to the subscription, purchase, sale or otherwise deal in the securities except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.
- Unpublished Price Sensitive Information is to be handled on a "need to know basis", i.e., Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need such information to discharge their duties.
- All files and records, whether electronic or manual, containing confidential information shall be kept secure.

## 6. DETERMINATION OF LEGITIMATE PURPOSES

- The term “Legitimate Purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

## 7. PROHIBITION OF FRAUDULENT AND UNFAIR TRADE PRACTICES RELATING TO SECURITIES MARKET

### **A. The company will ensure the compliance of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. The terms defined below will be used for this section only.**

- a) “Dealing in securities” includes:-
- i. an act of buying, selling or subscribing pursuant to any issue of any security or agreeing to buy, sell or subscribe to any issue of any security or otherwise transacting in any way in any security by any person as principal, agent or intermediary referred to in section 12 of the SEBI Act either by themselves or through mule accounts
  - ii. such acts which may be knowingly designed to influence the decision of investors in securities; and
  - iii. any act of providing assistance to carry out the aforementioned acts.
- b) “Fraud” includes any act, expression, omission or concealment committed whether in a deceitful manner or not by a person or by any other person with his connivance or by his agent while dealing in securities in order to induce another person or his agent to deal in securities, whether or not there is any wrongful gain or avoidance of any loss, and shall also include—
- i. a knowing misrepresentation of the truth or concealment of material fact in order that another person may act to his detriment;
  - ii. a suggestion as to a fact which is not true by one who does not believe it to be true;
  - iii. an active concealment of a fact by a person having knowledge or belief of the fact;
  - iv. a promise made without any intention of performing it;
  - v. a representation made in a reckless and careless manner whether it be true or false;
  - vi. any such act or omission as any other law specifically declares to be fraudulent,
  - vii. deceptive behaviour by a person depriving another of informed consent or full participation,
  - viii. a false statement made without reasonable ground for believing it to be true.
  - ix. the act of an issuer of securities giving out misinformation that affects the market price of the security, resulting in investors being effectively misled even though they did not rely on the

statement itself or anything derived from it other than the market price.

And “fraudulent” shall be construed accordingly;

Nothing contained in this clause shall apply to any general comments made in good faith in regard to—

i. the economic policy of the government

ii. the economic situation of the country

iii. trends in the securities market;

iv. any other matter of a like nature

whether such comments are made in public or in private;

#### **B. Prohibition of certain dealings in securities.**

**No person shall directly or indirectly—**

- i. buy, sell or otherwise deal in securities in a fraudulent manner;
- ii. use or employ, in connection with issue, purchase or sale of any security listed or proposed to be listed in a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of the Act or the rules or the regulations made thereunder;
- iii. employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;
- iv. engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made there under.

#### **C. Prohibition of manipulative, fraudulent and unfair trade practices**

1. Without prejudice to the provisions of above para (B) (regulation 3 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003), no person covered under this Policy shall indulge in a manipulative, fraudulent or an unfair trade practice in securities market.

### **8. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

#### **A. Communication or procurement of unpublished price sensitive information.**

- (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

## **B. Trading when in possession of unpublished price sensitive information.**

- (1) No insider shall trade in securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.
- (2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons.

## **9. PROHIBITIONS, RESTRICTIONS AND PROCEDURE FOR DEALING IN THE SECURITIES OF THE COMPANY BY THE DESIGNATED PERSONS**

- Designated Persons may deal in Securities subject to compliance with the SEBI Insider Trading Regulation and this Policy.
- **PROHIBITION ON TRADING IN SECURITIES OTHER THAN DURING A VALID TRADING WINDOW**

All Designated Persons shall conduct all their trading in the securities of the Company only in a valid trading window within the threshold limit prescribed hereunder and shall not deal in any transactions involving the purchase or sale of the Company's securities during the period when the trading window is closed.

- **VALID TRADING WINDOW FOR DEALING IN SECURITIES OF THE COMPANY**

Trading window means a period other than the prohibited period; Prohibited period means:

The period beginning with the day when the intimation of the Board/ Committee meeting is given to the Stock Exchanges to consider any price sensitive information and ending after 48 hours from the time the Price Sensitive information is made public;

Prohibited period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information; and

Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman and/or Managing Director;

- **PRE-CLEARANCE OF TRADING IN SECURITIES OF THE COMPANY**

When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

## **10. TRADING PLAN**

An insider is entitled to formulate a trading plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure.

Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the Plan.

- (b) not entail trading between the quarter end for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (c) not entail overlap of any period for which another trading plan is already in existence;
- (d) set out following parameters for each trade to be executed:
  - (i) either the value of trade to be effected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days
  - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below: (optional)
    - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
    - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price
- (e) not entail trading in securities for market abuse.

The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

**In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 of regulation 5 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:**

- i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- ii. Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- iv. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

## **11. DISCLOSURES**

### **A. INITIAL DISCLOSURES**

- (a) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter to the Company within 7 (seven) days of such appointment or becoming a promoter.

### **B. CONTINUAL DISCLOSURES**

Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

### **C. DISCLOSURE BY THE COMPANY**

The Company shall notify the particulars of disclosures made to the stock exchange on which the securities of the Company are listed, within two trading days of the receipt of the disclosure or from becoming aware of such information.

### **D. DISCLOSURES BY OTHER CONNECTED PERSONS**

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

## **12. PENALTY FOR CONTRAVENTION OF THE POLICY**

1. Every Director, Key Managerial Personnel, Promoter, Employee and Designated Person shall be individually responsible for complying with the applicable provisions of this Policy (including to the extent the provisions hereof are applicable to their immediate relatives).
2. The persons who violate this Policy shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an employee may include wage freeze, suspension or termination of employment.
3. Action taken by the Company for violation of the Policy against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
4. In case it is observed by the Compliance Officer that there has been a violation of the Policy by any person, he/she shall forthwith inform the Nomination and Remuneration Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Nomination and Remuneration Committee.
5. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Policy, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

### **13. AMENDMENTS TO THE POLICY**

This Policy is subject to modification in accordance with the guidelines / clarifications as may be issued from time to time by relevant statutory and regulatory authority. Further, the Board may modify, add, delete or amend any of the provisions of this Policy for better administration or governance. Any exceptions to this policy must be consistent with the Regulations and must be approved in the manner as may be decided by the Board of Directors.

## 14. VARIOUS FORMS UNDER THE INSIDER TRADING REGULATIONS

### FORM A

#### Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)-Initial Disclosure to the Company]

Name of the company: Mrs. Bectors Food Specialities Limited  
ISIN of the company: INE495P01012

#### Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors/immediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

#### Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms
6	7	8	9	10	11

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Name & Signature:  
Designation:  
Date:  
Place:

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2)-Disclosure on becoming a Director/KMP/Promoter]**

Name of the company: Mrs. Bectors Food Specialities Limited  
ISIN of the company: INE495P01012

**Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter of the company and other such persons as mentioned in Regulation 6(2).**

1	Name, PAN CIN/DIN & address with contact nos.	2	Category of Person (Promoters/ KMP/ Directors/ immediate relatives to/ others etc.)	3	Date of appointment of Director /KMP/ OR Date of becoming Promoter	4		6
						Securities held at the time of becoming Promoter/appointment of Director/KMP		
						Type of security (Foreg.–Shares, Warrants, Convertible Debentures etc.)	No.	% of Shareholding

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director /KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director /KMP		
Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms
7	8	9	10	11	12

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

**Name & Signature:**  
**Designation:**  
**Date:**  
**Place:**

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2)-Continual Disclosure]**

Name of the company: Mrs. Bectors Food Specialities Limited  
ISIN of the company: INE495P01012

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relative to / others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Date:  
Place:

Name & Signature:  
Designation:

**FORM D**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7(3) – Transactions by Other connected persons as identified by the Company**

Name of the company: Mrs.Bectors Food Specialities Limited  
 ISIN of the company: INE495P01012

**Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN & address with contact nos. of connected persons, as identified by the company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/ Preferential offer/off market/Inter-se transfer, ESOPs etc.)
		Type of security (Foreg.-Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (Foreg.-Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge / Revoke/ Invoke)	Type of security (Foreg.-Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of trading in derivatives by other connected persons as identified by the company**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.*

**Date:**  
**Place:**

**Name &Signature:**  
**Designation:**

**FORM E**

**[Pursuant to Code for Prevention of Insider Trading of Mrs.Bectors Food Specialities Limited]**

The Compliance Officer

**Date:**

Mrs. Bectors Food Specialities Limited

**I. PERIODIC STATEMENT OF SHAREHOLDING IN MRS.BECTORS FOOD SPECIALITIES LIMITED OF DESIGNATED PERSONS:**

<b>Name, Designation, Dept.</b>	<b>Category of Person (Directors/KMP/ Senior Managerial Personnel/employee/ immediate relatives/ others etc)</b>	<b>No. of shares held on 1<sup>st</sup> April 201...</b>	<b>No. of shares bought upto 30<sup>th</sup> Sept, 201..</b>	<b>No. of shares sold upto 30<sup>th</sup> Sept, 201..</b>	<b>No. of shares held on 30<sup>th</sup> Sept 201...</b>	<b>Folio No./ DP ID/Client ID</b>

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct for Prevention of Insider Trading of the Company.

**Signature**

**FORM F**

The Compliance Officer

**Date:**

Mrs. Bectors Food Specialities Limited

**ANNUAL DISCLOSURE**

**I. STATEMENT OF SHAREHOLDING IN MRS.BECTORS FOOD SPECIALITIES LIMITED OF DESIGNATED PERSONS:**

<b>Name, Designation, Dept.</b>	<b>Category of Person (Directors/KMP/ Senior Managerial Personnel/employees/ Immediate relatives/ others, etc)</b>	<b>No. of shares held on 1<sup>st</sup> April 201...</b>	<b>No. of shares bought during the year</b>	<b>No. of shares sold during the year</b>	<b>No. of shares held on 31<sup>st</sup> March 201..</b>	<b>Folio No./ DP ID/ Client ID</b>

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct for Prevention of Insider Trading of the Company.

**Signature**

## FORM G

### APPLICATION FOR PRE-CLEARANCE

Date:

To,  
The Compliance Officer,  
**Mrs. Bectors Food Specialities Limited**  
**Phillaur (Punjab).**

Dear Sir/Madam,

#### **Application for Pre-clearance of trade in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.		
5.	Nature of transaction		
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Current market price (as on date of application)		
9.	Whether the proposed transaction will be through stock exchange or off-market deal		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

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## FORM H

### UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR PRE- CLEARANCE

To,  
The Compliance Officer  
Mrs. Bectors Food Specialities Limited  
Phillaur (Punjab).

I, \_\_\_\_\_ (Name, designation and dept.),  
residing at \_\_\_\_\_, am desirous of trading in  
\_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for  
pre-clearance of the transaction.

As required by the Code for Prevention of Insider Trading of Mrs. Bectors Food Specialities Limited, I hereby state that:

- (a) I have no access to nor do I have any information that could be construed as unpublished price sensitive information (as defined in the Company's Code / Policy for Prevention of Insider Trading (the Code/Policy) up to the time of signing this Undertaking;
- (b) In the event that I have access to or received any information that could be construed as "unpublished price sensitive information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- (c) I have not contravened the provisions of the Code for Prevention of Insider Trading as notified by the Company from time to time;
- (d) I am aware that, I shall be liable to face penal consequences as set forth in the Code in case the above declarations are found to be misleading or incorrect at any time;
- (e) I undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
- (f) I agree to comply with the provisions of the Code/Policy and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- (g) I declare that I have made full and true disclosure in the matter.

Date:

Signature:

\* Indicate number of shares

## FORM I

### PRE- CLEARANCE ORDER

To,  
Name:  
Designation:  
Place:

With reference to your application dated ..... seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e. for {7} trading days from date hereof). If the approved transaction is not executed within the aforesaid timeline, fresh pre-clearance would be required for trades to be executed.

Further, you shall file within two {2} trading days of the execution of the trade, the details of such trade, with the Compliance Officer in **Form 'J'**. In case the transaction is not undertaken, a report to that effect along with the reasons for the same shall be filed in the said Form within two {2} trading days from the expiry of the pre-clearance order.

Yours faithfully,  
**For Mrs.Bectors Food Specialities Limited**

**Compliance Officer**

Date:

\_\_\_\_\_  
Encl: Format of Form J

**FORM J**  
**DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

Date:  
To,

The Compliance Officer  
Mrs. Bectors Food Specialities Limited  
Phillaur (Punjab)

Dear Sir,

**DETAILS OF PRE-APPROVED TRANSACTION**

Ref: Your Approval letter No. \_\_\_\_\_ Dated \_\_\_\_\_

I hereby inform you that, I:

- have not bought/sold/subscribed any Securities (including derivatives) of the Company
- have bought/sold/subscribed to the \_\_\_\_\_ Securities (including derivatives) as mentioned below on

Name of holder	** First or joint holder	No. of Securities (including derivatives) dealt with	Bought/ Sold/ Subscribed	DP ID/CLIENTID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

\*\* "F" first holder — "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code Prevention of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree not to buy/sell the securities (including derivatives) for a period of six months from the date of the aforesaid transaction.

In case there is any urgent need to sell these securities (including derivatives) within the said period, I shall approach the Company for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

#Emp No: \_\_\_\_\_

#Dept/Div. \_\_\_\_\_

- Strike out whichever is not applicable.