

Online

Date: 22nd July, 2020

Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G. Block, Bandra- Kurla Complex, Bandra East, Mumbai-400 051 The Department of Corporate Services-Listing The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code : 507717

Symbol- DHANUKA

Sub: Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015

Re: Outcome of the Board Meeting held today i.e. on 22nd July, 2020

Dear Sir,

Please take note that Board of Directors in its meeting held today has inter-alia approved the following:

- 1. Un-audited Standalone & Consolidated Financial Results for the quarter ended 30th June, 2020 along with the Limited Review Report(s) of Auditors on the same is attached.
- 2. Appointment of Mr. Siraj Azmat Chaudhry as an Additional Director under Independent Category.

Brief Profile of Mr. Siraj Azmat Chaudhry

Mr. Siraj Azmat Chaudhry has been appointed as an Additional Director under the category of Independent Director of the Company.

Mr. Siraj Azmat Chaudhary is an industry expert, thought leader and innovator in the agriculture and food industry. He is a key voice on issue concerning agriculture, food safety and nutrition and has worked extensively with industry, the social sector and the Government on related projects.

Mr. Siraj has over 32 years of experience in building, turning around, acquiring, and divesting businesses.

Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurugram-122002, Haryana, (India), Board : +91-124- 3838 500/501, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com Registered Office : 82, Abhinash Mansion Joshi Road, Karol Bagh, New Delhi-110005, Ph. :+91 11 23534551, 23534557 CIN: L24219DL 1985PL C020126



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He is currently the Co Chairman – FICCI Committee on Agriculture. He has also been the Past Chairman of the National Committee on Food Processing at FICCI and National Committee on Food Processing at FICCI and the National Alliance for Edible Oil Fortification, a joint initiative by CII and GAIN to address malnutrition through food fortification.

He has also been past President of the Food Industry Skill Council under the NSDC. He has chaired the Agriculture and Food Committee at American Chambers of Commerce and as also the Agriculture and Food Committee of USIBC in India.

Mr. Siraj is an eminent industry spokesperson and is a sought after key note speaker at prestigious events organized by FICCI, CII, IIM and other entities.

He does not hold any Equity Share of the Company.

Other Directorships of Mr. Siraj Azmat Chaudhry in Listed entity are as follows:

S. No.	CIN	Name of the Company
1	L01131KA1943PLC000833	TATA Coffee Limited
2	L15491WB1962PLC031425	TATA Consumer Products Limited

Relationship with Directors- Nil

3. Approval of Buyback of Shares

Subject to approval of members/shareholders of the Company, a proposal of buy back of fully paid-up equity shares of face value Rs. 2 (Rupees Two only) each of the Company ("Equity Shares") not exceeding maximum Buyback price of Rs. 1000/- (Rupees One Thousand only) per Equity Share ("Maximum Buy Back Offer Price") payable in cash for an aggregate amount not exceeding Rs. 100,00,000/- (Rupees One Hundred Crores only), excluding Transaction Costs (hereinafter referred to as the "Maximum Buy Back Offer Size"), being 14.27% of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2020, from the shareholders/ beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/ Buy Back Committee ("Record Date"), through the "tender offer" route, on a proportionate basis as prescribed under the Buy Back Regulations (hereinafter referred to as the "Buy Back").

At the Maximum Buy Back Offer Price i.e. Rs. 1000/- (Rupees One Thousand only) per Equity Share and for Maximum Buy Back Offer Size i.e. Rs. 100,00,00,000 (Rupees One Hundred Crores only), indicative maximum number of Equity Shares proposed to bought back would be 10,00,000 (Ten Lakh) Equity Shares ("Indicative Maximum Buy Back Shares"). However the actual bought back shares may exceed the Indicative Maximum Buy Back Shares, if the Buy Back price fixed by the Board/Buy Back Committee is less than the

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Maximum Buy Back Offer Price, subject to not exceeding 25% of the total paid-up Equity Share capital and Free Reserves of the Company and the Maximum Buy Back Offer Size.

The Board also noted the intention of Promoters and Promoters Group of the Company to participate in the proposed Buy Back.

Mr. Jitin Sadana, Company Secretary appointed as the Compliance officer for the purpose of Proposed Buy Back.

M/s. Emkay Global Financial Services Limited, a SEBI Registered Merchant Banker, has been appointed as the Manager to the Buy Back.

The Company and the Promoters shall ensure compliance with the requirement of minimum public shareholding requirements, in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, even after the Buy Back.

The Board has also constituted a committee for the purpose of the Buy Back ("**Buy Back Committee**") and has delegated its powers to the Buy Back Committee to do or cause to be done all such acts, deeds, matters and things, in its discretion, deemed necessary in connection with the Buy Back.

The Pre-Buy Back shareholding of the Company is annexed as **Annexure 1**. Further, the post Buy Back shareholding of the Company will be provided upon completion of the Buy Back.

Kindly display the same on the website of your exchanges.

The Meeting of the Board of Directors commenced at 11.00 A.M. and concluded at 1:00 P.M.

Please take the above information in your record.

CHLT

Thanking you,

For Dhanuka Agritech Limited

Jitin Sadana Company Secretary/ Compliance Officer FCS-7612 AN ISO 9001 : 2015 COMPANY

Annexure-1 (Shareholding pattern as on 22nd July, 2020)

SN	Category	No. of Shares	%
A Promoter & Promoter Group		3,56,83,267	75.00
В	Public	1,18,95,057	25.00
C1	Shares Underlying DRs	0	0
C2	Shares held by Employee Trust	0	0
C3	Non-Promoter Non-Public	0	75.00
	Total	4,75,78,324	100.00



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SSKOTHARIMEHTA & COMPANY CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT on the Standalone Unaudited Quarterly Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended

TO THE BOARD OF DIRECTORS OF DHANUKA AGRITECH LIMITED

- We have reviewed the accompanying Statement of unaudited standalone financial results of Dhanuka Agritech Limited ("the Company") for the period ended June 30, 2020. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
- 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. 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. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, 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 of unaudited standalone financial results prepared in accordance with applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

www.sskmin.com

For S.S. KOTHARI MEHTA & COMPANY

Chartered Accountants Firm Reg. No. 000756N

YOGESH Digi YOG KUMAR GUP GUPTA 12:0

Digitally signed by YOGESH KUMAR GUPTA Date: 2020.07.22 12:04:59 +05'30'

Yogesh K. Gupta Partner Membership No.093214

UDIN: 20093214AAAABX9376 Place: Faridabad (Haryana) Date: July 22, 2020

Plot No. 68, Okhla Industrial Area, Phase-III, New Delhi-110020 Tel: +91-11-4670 8888 E-mail: info@sskmin.com

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					(₹ In Lacs)
		Children and	Quarter Ended		Year Ended
S.No	Particulars	30.06.2020	31.03.2020	30.06.2019	31.03.2020
		(Unaudited)	(Audited)**	(Unaudited)	(Audited)
I	Revenue from Operations	37,384.68	22,757.44	21,897.76	112,007.08
II	Other income	736.40	867.20	376.89	2,508.84
	Total Revenue (I+II)	38,121.08	23,624.64	22,274.65	114,515.92
IV	Expenses				
a)	Cost of materials consumed	20,557.98	13,965.41	15,044.50	58,244.88
b)	Purchase of Stock In Trade	3,849.66	1,069.20	3,616.09	14,060.05
c)	Changes in inventories of finished goods, work-in progress and				
	Stock In Trade	163.17	(2,026.40)	(4,226.84)	(1,135.83
d)	Employee benefit expenses	3,137.60	2,416.53	2,355.10	10,522.81
e)	Finance costs	27.40	39.47	21.06	155.69
f)	Depreciation and amortisation expense	315.54	373.61	268.49	1,635.89
g)	Other expenses	3,148.00	2,755.09	3,112.12	12,968.23
	Total Expenses	31,199.35	18,592.91	20,190.52	96,451.72
V	Profit/(Loss) Before Exceptional Items and Tax (III-IV)	6,921.73	5,031.73	2,084.13	18,064.20
	Exceptional items	-	-	-	
	Profit/(Loss) Before Tax (V-VI)	6,921.73	5,031.73	2,084.13	18,064.20
Contraction of the second	Tax expenses				
	Current Tax	1,719.36	1,283.51	731.09	4,604.46
b)	Tax of earlier year provided / (written back)	-	-		-
c)	Deferred Tax	23.29	(152.09)	(126.19)	(686.76
IX	Profit/(loss) for the period (VII-VIII)	5,179.08	3,900.31	1,479.23	14,146.50
X	Other Comprehensive Income				
A	(i) Items that will not be reclassified to profit or loss	(100.00)	(326.62)	(15.00)	(371.62
	(ii) Income tax relating to items that will not be reclassified to				
	profit or loss		-		-
	(i) Items that will be reclassified to profit or loss	-		-	-
	(ii) Income tax relating to items that will be reclassified to				
	profit or loss			-	1. The second
	Total Other Comprehensive Income /(Loss) for the period	(100.00)	(326.62)	(15.00)	(371.62
Charles 1	Total Comprehensive Income for the period (IX+X)	5,079.08	3,573.69	1,464.23	13,774.88
	Paid-up equity share capital [Face value of ₹ 2 per share] Other Equity as per audited Balance Sheet Earning per share* (in ₹)	951.57	951.57	951.57	951.57 69,818.19
	Basic EPS	10.89	8.19	3.11	29.73
-/		10.89	8.19	3.11	29.73
b)	Diluted EPS	10.69	0.19	5.11	29.73

See accompanying notes to the financial results

*Actuals for the quarter not annualised

**Refer Note-7

GR/

Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurugram-122002, Haryana, (India), Board : +91-124- 3838 500/501, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com Registered Office : 82, Abhinash Mansion Joshi Road, Karol Bagh, New Delhi-110005, Ph. :+91 11 23534551, 23534557

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Notes:

- 1 The above Unaudited Financial Results were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their Meeting held on 22nd July, 2020. The statutory auditors of the company have conducted a "Limited Review" of the above financial results for the guarter ended 30th June, 2020.
- 2 Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
- 3 The demand of Company's products depends on monsoon, pest infestation and crop patterns. Hence there may be variations in the Results from one period to another period.
- 4 The Company has only one reportable Business segment viz. "Agro Chemicals"
- 5 The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on its business operations. The Company has resumed operations in a phased manner from the beginning of April as per Government directives. With a view to ensure minimal disruption with respect to operations including production and distribution activities, the Company has taken several business continuity measures including working from home, providing laptops or Desktops, following social distancing norms and sanitization of office/work places. While the Company has not experienced any significant difficulties with respect to market demand, liquidity, collections so far, Management believes that being into an essential commodity, there is no significant impact of COVID-19 pandemic on the current and future business operations of the Company, financial statements liquidity position and cash flows and has concluded that no material adjustments are required in the financial statements. The company continues to closely monitor the rapidly changing situation.
- The Board of Directors of the Company in its meeting held today have approved the proposal for buyback of Equity Shares of the 6 Company for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crore only) at a maximum price not exceeding Rs. 1000/-(Rupees One Thousand only) per Equity Share. The buyback is subject to approval of the Shareholders by way of a special resolution to be passed in the ensuing Annual General Meeting scheduled on 15th September, 2020 and all other applicable statutory approvals.
- 7 The figures for the guarter ended 31st March, 2020 are the balancing figures between audited figures in respect of full financial year for the year ended 31st March, 2020 and the published unaudited year to date figures upto 31st December, 2019 which were subjected to limited review.
- The previous period figures have been regrouped/ rearranged/ reclassified wherever necessary. 8
- The Results can also be viewed at our website www.dhanuka.com and on the website of BSE & NSE where the Company's shares are 9 listed i.e. at www.bseindia.com and www.nseindia.com respectively. Any query from investors can be sent on email at investors@dhanuka.com

For Dhanuka Agritech Ltd. GR/ (M.K. Dhanuka) **Managing Director** DIN: 0628039

Place : Gurugram (Haryana) Dated : 22nd July, 2020

S S KOTHARI MEHTA & COMPANY CHARTERED ACCOUNTANTS

Independent Auditor's Review Report on review on Consolidated unaudited Quarterly Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended

TO THE BOARD OF DIRECTORS OF DHANUKA AGRITECH LIMITED

- We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Dhanuka Agritech Limited ("the Parent") and its subsidiary (the Parent and its subsidiary together referred to as "the Group"), for the period ended June 30, 2020 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim financial Information performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. 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 Standards on Auditing 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable

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S S KOTHARI MEHTA & COMPANY CHARTERED ACCOUNTANTS

- 4. The Statement includes the results of the following entities: Subsidiary:
- Dhanuka Agri-solutions Pvt. Ltd. а.
- 5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 6. The consolidated unaudited financial results includes the interim financial results of the subsidiary which have not been reviewed by their auditors, whose interim financial results reflect total revenue of Rs. NIL, total net profit/(loss) after tax and total comprehensive income/(loss) of Rs. NIL and Rs. NIL for the quarter ended June 30, 2020 respectively, as considered in the unaudited consolidated financial results of the Group. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our review report is not modified in respect of this matter.

For S.S. KOTHARI MEHTA & COMPANY

Chartered Accountants Firm Reg. No. : 000756N

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Yogesh K. Gupta Partner Membership No.: 093214

UDIN: 20093214AAAABY9614

Place: Faridabad (Haryana) Date: July 22, 2020

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					(₹ In Lacs)
1.81.	Bestleylaw		Quarter Ended		Year Ended
5.No	Particulars	30.06.2020	31.03.2020	30.06.2019	31.03.2020
*		(Unaudited)	(Audited)**	(Unaudited)	(Audited)
I	Revenue from Operations	37,384.68	22,757.44	21,897.76	112,007.08
П	Other income	736.40	867.20	376.89	2,508.84
III	Total Revenue (I+II)	38,121.08	23,624.64	22,274.65	114,515.92
IV	Expenses Cost of materials consumed				
a)		20,557.98	13,965.41	15,044.50	58,244.88
b)	Purchase of Stock In Trade	3,849.66	1,069.20	3,616.09	14,060.05
c)	Changes in inventories of finished goods, work-in progress and	100.00	(2.024.10)		
-0	Stock In Trade	163.17	(2,026.40)	(4,226.84)	(1,135.83
d)	Employee benefit expenses	3,137.60	2,416.53	2,355.10	10,522.81
e)	Finance costs	27.40	39.47	21.06	155.69
f)	Depreciation and amortisation expense	315.54	373.61	268.49	1,635.89
g)	Other expenses	3,148.00	2,755.11	3,123.74	12,979.88
	Total Expenses	31,199.35	18,592.93	20,202.14	96,463.37
V	Profit/(Loss) Before Exceptional Items and Tax (III-IV)	6,921.73	5,031.71	2,072.51	18,052.55
1.1.1	Exceptional items	-	-	-	-
IIV	Profit/(Loss) Before Tax (V-VI)	6,921.73	5,031.71	2,072.51	18,052.55
	Tax expenses	1 710 26	1 202 54	721.00	1 601 16
-	Current Tax	1,719.36	1,283.51	731.09	4,604.46
	Tax of earlier year provided / (written back) Deferred Tax	-	-	(120.10)	-
-/		23.29	(152.09)	(126.19)	(686.76
	Profit/(loss) for the period (VII-VIII)	5,179.08	3,900.29	1,467.61	14,134.85
X	Other Comprehensive Income				
A	(i) Items that will not be reclassified to profit or loss	(100.00)	(326.62)	(15.00)	(371.62
	(ii) Income tax relating to items that will not be reclassified to				
	profit or loss	-	-	-	
В	(i) Items that will be reclassified to profit or loss	-	-		-
	(ii) Income tax relating to items that will be reclassified to				-
	profit or loss	20.4		- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	-
	Total Other Comprehensive Income /(Loss) for the period	(100.00)	(326.62)	(15.00)	(371.62)
XI	Total Comprehensive Income for the period (IX+X)	5,079.08	3,573.67	1,452.61	13,763.23
	Paid-up equity share capital [Face value of ₹ 2 per share] Other Equity as per audited Balance Sheet Earning per share* (in ₹)	951.57	951.57	951.57	951.57 69,806.54
a)	Basic EPS	10.89	8.20	3.08	29.71
-/	Diluted EPS	10.89	8.20	3.08	29.71

See accompanying notes to the financial results

*Actuals for the quarter not annualised

**Refer Note-8

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Notes:

- 1 The above Unaudited Financial Results were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their Meeting held on 22nd July, 2020. The statutory auditors of the company have conducted a "Limited Review" of the above financial results for the quarter ended 30th June, 2020.
- 2 The unaudited financial results of overseas non material subsidiary has been consolidated on the basis of un-reviewed financial statement prepared by the management of the subsidiary.
- 3 Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
- 4 The demand of Group's products depends on monsoon, pest infestation and crop patterns. Hence there may be variations in the Results from one period to another period.
- 5 The Group has only one reportable Business segment viz. "Agro Chemicals"
- 6 The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on its business operations. The Group has resumed operations in a phased manner from the beginning of April as per Government directives. With a view to ensure minimal disruption with respect to operations including production and distribution activities, the Group has taken several business continuity measures including working from home, providing laptops or Desktops, following social distancing norms and sanitization of office/work places. While the Group has not experienced any significant difficulties with respect to market demand, liquidity, collections so far, Management believes that being into an essential commodity, there is no significant impact of COVID-19 pandemic on the current and future business operations of the Group, financial statements liquidity position and cash flows and has concluded that no material adjustments are required in the financial statements. The Group continues to closely monitor the rapidly changing situation.
- 7 The Board of Directors of the Company in its meeting held today have approved the proposal for buyback of Equity Shares of the Company for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crore only) at a maximum price not exceeding Rs. 1000/- (Rupees One Thousand only) per Equity Share. The buyback is subject to approval of the Shareholders by way of a special resolution to be passed in the ensuing Annual General Meeting scheduled on 15th September, 2020 and all other applicable statutory approvals.
- 8 The figures for the quarter ended 31st March, 2020 are the balancing figures between audited figures in respect of full financial year for the year ended 31st March, 2020 and the published unaudited year to date figures upto 31st December, 2019 which were subjected to limited review.
- 9 Dhanuka Agri-Solutions Pvt. Ltd., Wholly Owned Subsidiary of Dhanuka Agritech Ltd. was incorporated on 17th July, 2011 and operations have not yet been started.
- 10 Information of unaudited standalone financial results of the Company in terms of Regulation 47(1)(b) of the Securities and Exchange Board of India ('SEBI') (Listing obligations and Disclosure Requirements) Regulations, 2015 is as under :

	Quarter Ended			Year Ended	
Particulars	30.06.2020 (Unaudited)	31.03.2020 (Audited)**	30.06.2019 (Unaudited)	31.03.2020 (Audited)	
					Total Revenue from operations
Profit Before Tax	6,921.73	5,031.73	2,084.13	18,064.20	
Net Profit for the period	5,179.08	3,900.31	1,479.23	14,146.50	
Total Comprehensive income	5,079.08	3,573.69	1,464.23	13,774.88	

11 The previous period figures have been regrouped/ rearranged/ reclassified wherever necessary.

12 The Results can also be viewed at our website www.dhanuka.com and on the website of BSE & NSE where the Company's shares are listed i.e. at www.bseindia.com and www.nseindia.com respectively. Any query from investors can be sent on email at investors@dhanuka.com

For Dhanuka Agritech Ltd. (M.K. Dhanuka) Managing Director DIN: 0628039

Place : Gurugram (Haryana) Dated : 22nd July, 2020