



24th February, 2014

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E)
MUMBAI-400 001.

Dear Sir,

**Sub :Abstract and Memorandum of Concern or Interest under section 302
of the Companies Act, 1956**

With respect to the above subject, kindly find enclosed herewith three copies of the abstract pertaining to the variation in the terms of appointment of Mr.N.Suresh Krishnan as Managing Director of the Company.

This is in compliance with Clause 31(c) of the Listing Agreement.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For **ZUARI AGRO CHEMICALS LIMITED**

A handwritten signature in black ink, appearing to be "R.Y. Patil".

R.Y.PATIL
Chief General Manager
& Company Secretary

Encl: as above

ZUARI AGRO CHEMICALS LIMITED
(Formerly known as Zuari Holdings Limited)



To the Members of
Zuari Agro Chemicals Limited

Abstract and Memorandum of Concern or interest under Section 302 of the Companies Act, 1956

Members are hereby informed that the Shareholders at the Extraordinary General meeting (EGM) held on 30th March, 2012 approved the appointment of Mr. N. Suresh Krishnan as Managing Director of the Company for a period of five years w.e.f. 1st April, 2012. The members also approved the salary in the range of Rs.4 lakhs to Rs. 25 lakhs per month, with such annual increments as may be determined by the Board or the Sub- Committee of the Board of Directors

The Board at its meeting held on 6th February, 2014, on recommendation of Remuneration Committee, approved the variation in the terms of appointment of Mr. N. Suresh Krishnan, as Managing Director with respect to the tenure of appointment from a period of five years to three years effective from 1st April, 2012.

The Remuneration Committee recommended and the Board approved the increase in salary from Rs.4.5 lakhs per month to Rs.5.25 lakhs per month payable to Mr. N. Suresh Krishnan, Managing Director w.e.f. 1st April, 2013. The increase in salary is pursuant to the authority given by shareholders at the EGM held on 30th March, 2012.

Save and to the extent amended as aforesaid, the resolution passed in the EGM held on 30th March, 2012 shall continue to be in force and effect in accordance with the terms thereof.

Except Mr. N. Suresh Krishnan, Managing Director, none of the other Directors of the Company are concerned or interested in the variation in the terms of appointment and remuneration of Managing Director.

By Order of the Board of Directors

R. Y. PATIL
Chief General Manager
& Company Secretary

Place : Zuarinagar, Goa
Date : 14th February, 2014

ZUARI AGRO CHEMICALS LIMITED
Registered Office : Jai Kisaan Bhawan, Zuarinagar, Goa 403 726 INDIA



Book-Post



To,

If undelivered please return to:

ZUARI AGRO CHEMICALS LIMITED

(Formerly known as Zuari Holdings Ltd.)

Jai Kisaan Bhawan,

Zuarinagar, Goa 403 726