



December 4, 2014

To,

The Bombay Stock Exchange Limited,
Floor 25, P.J. Towers,
Dalal Street,
MUMBAI-400 001.

The National Stock Exchange of India Limited,
Exchange Plaza,
BandraKurla Complex,
Bandra(E)
Mumbai-400001

Re: Intimation pursuant to the Listing Agreement

Dear Sir,

This is to inform that the Committee of the Board of Directors of the Company, in its meeting held on 4th December, 2014, has considered and passed resolution in respect of the following:

Approving the Company to act as a 'person acting in concert' ("PAC") with Zuari Fertilisers and Chemicals Limited (a wholly owned subsidiary of the Company) ("Acquirer"). The Acquirer has made a Public Announcement in accordance with Regulation 6 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, for a voluntary open offer to acquire upto 3,07,00,000 (Three Crores Seven Lakh) equity shares representing 25.90% (Twenty Five point Ninety Per Cent) of the fully diluted voting equity share capital of Mangalore Chemicals & Fertilizers Limited at a price of Rs.91.92 (Rupees Ninety One and Paise Ninety Two only) per equity share. The Company shall be a PAC in the aforesaid open offer.

Yours Sincerely,

For **Zuari Agro Chemicals Limited**

R.Y. Patil
Chief General Manager
& Company Secretary

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

Registered Office : Jai kisaan Bhawan, Zuarinagar, Goa - 403 726, India.

Telephone : (0832) 2592180, 2592181

FAX : (0832) 2555279

CIN - L85910GA2009PLC006177

Website : www.zuari.in