



February 06, 2014

To,

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.

Dear Sir,

Sub: Unaudited financial results and Limited Review Report

The Board at its meeting held on February 06, 2014, has approved the unaudited financial results for the quarter ended December 31, 2013. A copy of the approved results and the Limited Review Report is enclosed herewith.

This is in compliance with clause 41 of the Listing Agreement.

Thanking You,

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

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

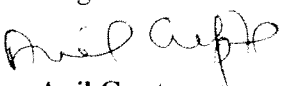
Limited Review Report**Review Report to
The Board of Directors
Zuari Agro Chemicals Limited**

1. We have reviewed the accompanying statement of unaudited financial results of Zuari Agro Chemicals Limited ('the Company') for the quarter ended December 31, 2013 (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. 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 the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (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 Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Without qualifying our conclusion, we draw attention that the Company has invested in equity shares of Rs. 1,417.60 lacs and receivable of Rs. 2194.08 lacs by way of loans and advances and interest in Zuari Seeds Limited, a wholly owned subsidiary of the Company, whose net worth has been fully eroded. No provision has been made against the above in view of strategic long term investment in the said subsidiary and based on its future profitability projections. Our conclusion is not qualified in respect of this matter.
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 financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", notified under the provision of the Companies Act, 1956 read with General Circular 15/2013 dated 13 September, 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. Batliboi & Co. LLP

Chartered Accountants

Firm registration number: 301003E

**per Anil Gupta**

Partner

Membership No.: 87921

**Place:** Gurgaon**Date:** February 06, 2014

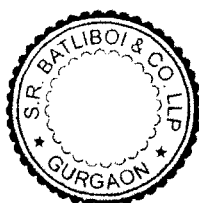
ZUARI AGRO CHEMICALS LIMITED

Regd. Office : Jai Kisaan Bhawan, Zuarinagar, Goa -403 726

UNAUDITED FINANCIAL RESULTS FOR PERIOD ENDED 31ST DECEMBER 2013

(Rs in Crores except where otherwise stated)

PART-I		Stand-alone Results					
Sr No	Particulars	3 Months	3 Months	3 Months	9 Months	9 Months	Year
		Ended	Ended	Ended	Ended	Ended	Ended
		31/12/2013	30/09/2013	31/12/2012	31/12/2013	31/12/2012	31/03/2013
		Un Audited	Un Audited	Un Audited	Un Audited	Un Audited	Audited
1	Income from Operations						
	(a) Net Sales/Income from Operations (net of excise duty)	1,539.89	1,421.47	1,487.20	3,688.47	4,205.62	5,237.41
	(b) Other Operating Income	16.76	0.33	13.61	19.58	22.73	30.65
	Total income from operations (net)	1,556.65	1,421.80	1,500.81	3,708.05	4,228.35	5,268.06
2	Expenses						
	(a) Cost of materials consumed	900.79	598.03	551.17	1,626.87	1,665.57	1,962.94
	(b) Purchase of stock-in-trade	93.43	699.63	433.32	1,626.85	1,913.78	2,165.14
	(c) Changes in inventories of finished goods, work- in-progress and stock-in-trade	165.93	(156.47)	237.42	(376.87)	(192.78)	64.05
	(d) Employee benefit expense	25.14	19.03	23.64	62.93	62.72	75.38
	(e) Depreciation and amortisation expense	5.27	5.44	4.77	15.47	14.61	23.79
	(f) Other expenses	281.95	249.86	202.86	659.99	599.32	763.19
	Total expenses	1,472.51	1,415.52	1,453.19	3,615.24	4,063.22	5,054.49
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	84.14	6.28	47.62	92.81	165.13	213.57
4	Other income	5.56	7.03	9.80	24.20	26.70	27.24
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+ 4)	89.70	13.31	57.42	117.01	191.83	240.81
6	Finance costs	72.60	50.01	51.25	185.77	151.67	210.33
7	Profit / (Loss) from ordinary activities after finance costs and before exceptional items (5+ - 6)	17.10	(36.70)	6.17	(68.76)	40.16	30.48
8	Exceptional expenses (refer Note No. 2 below)	-	(3.10)	-	(63.96)	-	-
9	Profit / (Loss) from ordinary activities before tax (7+ 8)	17.10	(39.80)	6.17	(132.72)	40.16	30.48
10	Tax (expense)/credit	(0.00)	0.00	(2.04)	11.68	(9.07)	(6.03)
11	Net Profit / (Loss) from ordinary activities after tax (9+ - 10)	17.10	(39.80)	4.13	(121.04)	31.09	24.45
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11+ 12)	17.10	(39.80)	4.13	(121.04)	31.09	24.45
14	Paid-up equity share capital (face value Rs. 10/-)	42.06	42.06	42.06	42.06	42.06	42.06
15	Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year.	-	-	-	-	-	752.22
16	Earnings per share (before extraordinary items) (of Rs.10/- each) (not annualised):						
	(a) Basic	4.07	(9.46)	0.98	(28.78)	7.39	5.81
	(b) Diluted	4.07	(9.46)	0.98	(28.78)	7.39	5.81



ZUARI AGRO CHEMICALS LIMITED

Regd. Office : Jai Kisaan Bhawan, Zuarinagar, Goa -403 726

UNAUDITED FINANCIAL RESULTS FOR PERIOD ENDED 31ST DECEMBER 2013

PART II

		3 Months Ended 31/12/2013	3 Months Ended 30/09/2013	3 Months Ended 31/12/2012	9 Months Ended 31/12/2013	9 Months Ended 31/12/2012	Year Ended 31/03/2013
Particulars		Un Audited	Un Audited	Un Audited	Un Audited	Un Audited	Audited
A	Particulars of Shareholding						
1	Public Shareholding						
	Number of shares	10,993,939	10,993,939	12,309,231	10,993,939	12,309,231	12,049,231
	Percentage of shareholding	26.14	26.14	29.27	26.14	29.27	28.65
2	Promoters and Promoter Group Shareholding						
	a) Pledged / Encumbered						
	Number of shares	2,196,767	2,728,767	735,000	2,196,767	735,000	3,162,000
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	7.07	8.78	2.47	7.07	2.47	10.54
	Percentage of shares (as a % of the total share capital of the company)	5.22	6.49	1.75	5.22	1.75	7.52
	b) Non - encumbered						
	Number of shares	28,867,300	28,335,300	29,013,775	28,867,300	29,013,775	26,846,775
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	92.93	91.22	97.53	92.93	97.53	89.46
	Percentage of shares (as a % of the total share capital of the company)	68.64	67.37	68.99	68.64	68.99	63.83

	Particulars	Quarter Ended December 31, 2013
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	1
	Received during the quarter	17
	Disposed of during the quarter	18
	Remaining unresolved at the end of the quarter	0

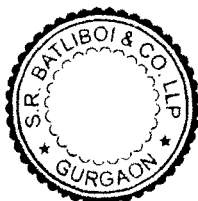


Zuari Agro Chemicals Limited

Notes to Accounts

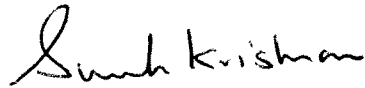
1. Subsidy for Urea has been accounted based on Stage III parameters of the New Pricing Scheme and other adjustments as estimated in accordance with the known Policy parameters in this regard. The stage III of New Pricing Scheme which was operational for the period 1st October, 2006 to 31st March, 2010 has been extended on provisional basis till further orders.
2. Exceptional items represent foreign exchange variation attributable to the sharp depreciation of rupee in the months of June / July 2013.
3. Tax expenses include/ net-off deferred tax charge / (credit). Deferred tax asset of Rs. 31.52 crores has not been created in the absence of taxable profit which is available for setoff against profits in subsequent period.
4. Other Expenses for the quarter include foreign exchange variation of Rs. 6.66 crores (Preceding quarter Rs. 23.67 crores). The Company has at the quarter end completely hedged its future foreign currency exposure.
5. During the current quarter ended December 31, 2013, Ministry of Agriculture, Government of India, has declared 47,635 MT (Rs. 155.61 crores) of DAP, imported by the Company as fertilizers not meeting the standards specified by Fertilizer Control Order, 1985 (FCO) . The Company is in the process of filing a claim for loss suffered by it against the supplier. The contract with the supplier provides that the Company has the right to claim entire amount as compensation from the supplier in the event goods are found not confirming to FCO by Regional/ Central test laboratory of Government of India, Faridabad for certification of fertilizers. The Company is hopeful to realize the financial loss, if any. The licence for sale of the imported DAP in the state of Tamil Nadu has been temporarily suspended by Department of Agriculture, Government of Tamil Nadu.
6. Under the provision of Accounting Standard (AS17), the Company operates in the single segment of fertiliser operations and therefore separate segment disclosures have not been given.
7. The auditors of the Company in their report on standalone financial statement for the year ended March 31, 2013, had commented upon non provision for diminution in the value of investment in equity shares of Rs. 14.18crores and receivable of Rs. 13.35crores (Rs.21.94 crores as on December 31, 2013) by way of loans and advances of Zuari Seeds Limited, a wholly owned subsidiary of the Company, whose net worth has been fully eroded.

In view of strategic long term investment in the said subsidiary and based on its future profitability projections, no provision is required there against.



8. The auditors have conducted limited review of the financial results for the quarter ended 31st December, 2013. The unaudited financial results have been recommended by the Audit Committee at its meeting held on February 4, 2014 and approved by the Board of Directors at its meeting held on February 6, 2014.
9. Previous period's / year's figures have been regrouped wherever necessary

For and on behalf of the Board of Directors



Suresh Krishnan
Managing Director

Dated ; February 6, 2014
Place ; Gurgaon

