

12th February, 2018

To,

The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
BSE scrip Code: 534742

National Stock Exchange of India Ltd,
Exchange Plaza, 5th floor,
Plot No. cm, 'G' Block, Bandra-Kurla Complex, Bandra (E).
Mumbai - 400 051
NSE Symbol: ZUARI

Dear Sirs,

Sub: **Outcome of the Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board at its meeting held on 12th February, 2018, has considered and approved the following:

1. Unaudited Financial Results for the quarter ended 31.12.2017. A Copy of the approved results alongwith Limited Review Report is enclosed herewith as **Annexure A**.
2. Re-appointment of Ms. Kiran Dhingra as Non Executive Independent Director of the Company for a 2nd term of 3 years w.e.f. 1st April, 2018, subject to the approval of Shareholders at the General Meeting. The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD/4/2015 dated 09/09/2015 are given in **Annexure B**.

Thanking You,

Yours Faithfully,

For Zuari Agro Chemicals Limited



R.Y. Patil
Vice President & Company Secretary

Encl: As above

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

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

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

S.R. BATLIBOI & CO. LLP

Chartered Accountants

3rd & 6th Floor, Worldmark - 1
IGI Airport Hospitality District
Aerocity New Delhi - 110 037, IndiaTel : +91 11 6671 8000
Fax : +91 11 6671 9999**Review Report to,
Board of Directors
Zuari Agro Chemicals Limited**

We have reviewed the accompanying statement of unaudited financial results of Zuari Agro Chemicals Limited ('the Company') for the quarter ended December 31, 2017 and year to date from April 1, 2017 to December 31, 2017 (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

The preparation of the Statement 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 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review 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 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 provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

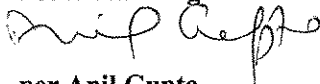
Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies 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, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

The comparative Ind AS financial information of the Company in respect of erstwhile subsidiary, now merged with the Company, Zuari Fertilisers and Chemicals Limited (ZFCL), for the corresponding quarter and nine months period ended December 31, 2016 were reviewed by the predecessor auditor and the Ind AS financial statements of the ZFCL for the year ended March 31, 2017, were audited by predecessor auditor who expressed an unmodified opinion on those financial information.

For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Anil Gupta

Partner

Membership No.: 87921

Place: New Delhi

Date: February 12, 2018



ZUARI AGRO CHEMICALS LIMITED
 Regd. Office : Jai Kisaan Bhawan, Zuarinagar, Goa -403 726. CIN -L65910GA2009PLC006177
STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER / NINE MONTHS ENDED DECEMBER 31, 2017

(Rs. In Crore)

Sr No	Particulars	STANDALONE					
		3 months ended	3 months ended	3 months ended	Nine Months ended	Nine Months ended	Year ended
		31/12/2017	31/12/2016	30/09/2017	31/12/2017	31/12/2016	31/03/2017
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
1	Revenue						
	(a) Income from Operations	1,434.30	984.74	1,353.58	3,532.31	3,121.20	4,091.80
	(b) Other Income	17.78	3.69	14.36	48.11	41.42	59.99
	Total Revenue	1,452.08	988.43	1,367.94	3,580.42	3,162.62	4,151.79
2	Expenses						
	(a) Cost of materials consumed	577.18	491.45	581.76	1,583.95	1,378.02	1,876.15
	(b) Purchase of stock-in-trade	347.47	168.47	428.06	1,161.10	1,007.53	1,075.75
	(c) Changes in inventories of finished goods, work- in-progress and stock-in-trade	134.08	12.67	(24.16)	(180.20)	(96.31)	23.21
	(d) Employee benefit expense	23.65	23.21	23.18	71.36	70.48	91.78
	(e) Depreciation and amortisation expense	10.77	9.82	10.65	31.29	29.28	39.21
	(f) Excise duty	-	4.21	(0.68)	2.39	11.07	15.29
	(g) Power, Fuel & Water	67.24	58.92	61.34	183.54	159.43	206.45
	(h) Finance costs	79.80	76.20	76.53	225.71	254.99	330.02
	(i) Outward freight	120.72	85.86	117.31	308.88	230.13	302.77
	(j) Other expenses	38.24	46.54	36.54	120.49	142.31	206.57
	Total expenses	1,399.15	977.35	1,310.53	3,508.51	3,186.93	4,167.20
3	Profit/ (Loss) before exceptional items and tax (1-2)	52.93	11.08	57.41	71.91	(24.31)	(15.41)
4	Exceptional (expenses)	-	(5.37)	-	-	(62.87)	(64.33)
5	Profit / (Loss) before tax	52.93	5.71	57.41	71.91	(87.18)	(79.74)
6	Tax expense/ (credit)						
	(a) Current Tax	11.08	-	7.06	18.14	-	-
	(b) MAT Credit	(11.08)	-	(7.06)	(18.14)	-	-
	(c) Deferred Tax Charge/ (Credit)	20.28	1.39	21.05	30.31	(21.20)	(19.39)
	(d) Income tax (credit) of earlier years (Net)	(15.37)	-	-	(15.37)	-	-
	Net Tax expense/(credit)	4.91	1.39	21.05	14.94	(21.20)	(19.39)
7	Net Profit / (Loss) for the period/year (5-6) (a)	48.02	4.32	36.36	56.97	(65.98)	(60.35)
8	Other Comprehensive income / (expense) (net of tax)						
	A Items that will not be reclassified to profit or loss						
	Re-measurement gains (losses) on defined benefit plans	(0.35)	(0.17)	(0.83)	(1.05)	(0.46)	1.47
	Income tax relating to items that will not be reclassified to profit or loss	0.12	0.06	0.29	0.36	0.16	(0.51)
	Net (loss)/gain on FVTOCI financial instruments	15.56	-	(3.11)	1.63	-	12.92
	Income tax effect	-	-	-	-	-	-
	B Items that will be reclassified to profit or loss						
	Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Total Other Comprehensive Income/(loss) (b)	15.33	(0.11)	(3.65)	0.94	(0.30)	13.88
9	Total Comprehensive Income/(loss) for the period/year (a+b)	63.35	4.21	32.71	57.91	(66.28)	(46.47)
10	Paid-up equity share capital (face value Rs. 10/-)	42.06	42.06	42.06	42.06	42.06	42.06
11	Other Equity as per balance sheet of previous accounting year	-	-	-	-	-	619.83
12	Earnings/ (Loss) per share (before extraordinary items) (of Rs.10/- each) (not annualised):						
	(a) Basic (Rs.)	11.42	1.03	8.64	13.55	(15.69)	(14.35)
	(b) Diluted (Rs.)	11.42	1.03	8.64	13.55	(15.69)	(14.35)



Notes to the Unaudited Financial Results for Quarter and Nine months ended on December 31, 2017

1. The results have been prepared in accordance with the Indian Accounting Standards ("Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder.
2. The results for the quarter ended December, 2017 have been prepared on the basis of notified concessions price for urea under New Urea Policy 2015, which is further adjusted for input price escalation/de-escalation, as estimated on the basis of prescribed norms.

The subsidy on Phosphatic and Potassic fertilizers has been accounted for as per concession price notified by the Government of India with effect from April 1, 2017.

3. Revenues from Operations for the period beginning 1st July 2017 to 31st December 2017 are not comparable with previous periods, since sales are net of GST whereas Excise duties formed part of other expenses in previous periods.
4. Under the provision of Ind AS 108, the Company operates in a single segment of fertilizer operations and therefore separate segment disclosures have not been given.
5. Hon'ble National Company Law Tribunal (NCLT) bench at Mumbai has sanctioned the scheme of amalgamation of Zuari Fertilisers and Chemicals Limited ('ZFCL'), Zuari Speciality Fertilisers Limited ('ZSFL'), and Zuari Agri Sciences Limited ('ZASL') with the Company effective date being April 1, 2015, vide its order dated September 14, 2017. The Scheme has become effective from November 13, 2017. The Company has accounted for the amalgamation of ZSFL as per purchase method and accordingly has recognized goodwill of Rs. 15.34 crores in the financial statements which has been tested for impairment. No provision towards impairment is required. The Company has accounted for amalgamation of ZFCL & ZASL as per Pooling of interest method. Consequently, the figures (including earning per share) for the previous year, immediate previous quarter, previous corresponding quarters and nine months period ended 31st December 2016, other equity as on March 31, 2017 have been revised and restated giving effect of the scheme and have been reviewed by the Statutory auditors and Audit Committee of the Company.
6. In respect of Company's investment of Rs. 119.43 crores in the rock phosphate mining project (which is under development) through MCA Phosphate Pte Ltd, a joint venture company, the Company is not expecting any impairment loss based on fair valuation of the said investment done by an independent valuer in the previous year. The joint venture company has provided for diminution in the entire value of said investment, which the Company is not in agreement to since the same is not accordance with Shareholders agreement with the joint venture company, and also the project company where MCA Phosphates Pte Ltd has made the investment, has not made any provision for any impairment.
7. The Company is planning to set up a Phosphatic fertilizer plant in Ras-Al-Khaimah (RAK) in United Arab Emirates in collaboration with Ras Al Khaimah Maritime City Free Zone Authority. Expenditure on feasibility study and related expenditure amounting to Rs. 32.12 crores have been carried forward, pending decision on issue of shares to the Company in the proposed Joint Venture project. The JV company has been incorporated and definitive agreement between the shareholders' have been completed. The JV company has reached an agreement on key commercial terms for supply of beneficiated rock phosphates. The Company has discussed with various EPC contractor with regard to



the implementation of the project. Discussions have been held and proposals received from various market leaders for the feasibility study.

8. Mangalore Chemicals & Fertilizers Limited (MCFL), a subsidiary company had engaged an independent firm to carry out forensic review of certain transactions relating to investment in preference shares of Bangalore Beverages Limited and advances to United Breweries (Holdings) Limited, which indicated that these transactions may have involved irregularities. These investments and advances aggregating to Rs. 216.68 crores which were duly provided for in the books of accounts of MCFL. Zuari Fertilisers and Chemicals Limited (erstwhile subsidiary of the Company and now merged with the Company), had filed a petition before the National Company Law Tribunal (NCLT) in Bangalore to claim the accountability of the erstwhile promoter group of MCFL for the aforesaid irregularities. The matter is currently pending before the NCLT.
9. Exceptional Items for the quarter, Nine months period ended December 31, 2016 and year ended March 31, 2017 represented provision made towards rebates / price reduction claims on stocks lying with distribution channel pertaining to earlier year's sale.
10. The auditors have conducted limited review of the financial results for the quarter ended December 31, 2017. The un-audited financial results have been recommended by the Audit Committee at its meeting held on February 12, 2018 and approved by the Board of Directors at its meeting held on February 12, 2018.

For and on behalf of the Board of Directors

Date : February 12, 2018
Place: Gurugram


Sunil Sethy
Managing Director
DIN 00244104



Annexure B

Sr. No.	Details of events that need to be provided	Information of such event(s)
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	<p>Ms. Kiran Dhingra was appointed as Non Executive Independent Director of the Company at the Board Meeting held on 10th March, 2015 for period of 3 years upto 31st March 2018. The present term of Ms. Kiran Dhingra comes to an end on 31st March 2018.</p> <p>Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors have approved the re-appointment of Ms. Kiran Dhingra as Non Executive Independent Director of the Company for a further period of 3 years w.e.f. 1st April, 2018, subject to the approval of shareholders by Special Resolution.</p>
2.	Date of appointment /cessation(as applicable) Term of appointment	<p>Ms. Kiran Dhingra has been re-appointed at the meeting of Board of Directors of the Company held today (12.02.2018) as Non Executive Independent Director for a further period of 3 years w.e.f. 1st April, 2018, subject to the approval of Shareholders by special resolution at general meeting.</p>
3.	Brief Profile (in case of appointment)	<p>Ms. Kiran Dhingra has 38 years of experience in governance and has held senior positions in decision making capacities in practically all sectors - the developmental, agricultural, social, industrial, infrastructural, transportation, economic and regulatory. She joined Government in 1975, after standing first in the combined merit list for IFS/IAS, and opting to serve in the IAS.</p> <p>Ms. Dhingra has several years of corporate experience, having served as Government Director or Chairman on the Board of several CPSUs, or supervised their functioning. These included the Delhi Tourism and Transport Development Corporation, the Delhi Metro, the National Housing Bank, the Housing and Urban Development Corporation, the Cotton Corporation of India, the Central Cottage Industries Corporation, etc.</p> <p>Post retirement, she was appointed as Chairperson, Board of Governors of the National Institute of Fashion Technology (NIFT), a deemed university set up under an Act of Parliament, for a three year tenure, from 1-04-2013 to 31-03-2016.</p>
4.	Disclosure of relationships between directors (in case of appointment of director).	<p>Ms. Kiran Dhingra is not related to any of the Directors of the Company</p>