



May 13, 2016

BSE Limited
Floor 25, P.J. Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

Dear Sirs,

Sub : Outcome of the Board Meeting under Regulation 30 and Audited Financial Results under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Board at its meeting held on 13th May, 2016, approved the Audited Financial Results for the year ended 31st March, 2016. A copy of the approved Audited Financial results for the year ended 31st March, 2016 under regulation 33 of SEBI (LODR) Reg, 2015 is enclosed herewith.

This information is provided in compliance with Regulation 30 and 33 of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,
For ZUARI AGRO CHEMICALS LIMITED

R.Y. Patil
Chief General Manager
& Company Secretary



Encl : As Above

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-L65910GA2009PLC006177

Website : www.zuari.in

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
Zuari Agro Chemicals Limited

1. We have audited the standalone financial results of Zuari Agro Chemicals Limited ('the Company') for the quarter ended March 31, 2016 and the standalone financial results for the year ended March 31, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The quarterly standalone financial results are the derived figures between the audited figures in respect of the year ended March 31, 2016 and the published year-to-date figures up to December 31, 2015, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The standalone financial results for the quarter and year ended March 31, 2016 have been prepared on the basis of the standalone financial results for the nine-month period ended December 31, 2015, the audited annual standalone financial statements as at and for the year ended March 31, 2016, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these standalone financial results based on our review of the standalone financial results for the nine-month period ended December 31, 2015 which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, specified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual standalone financial statements as at and for the year ended March 31, 2016; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the Company is carrying receivable of Rs. 27.13 crores on account of claim raised on a product supplier for loss suffered on purchase of material which did not meet the specified standards. The said claim is subject to confirmation from the supplier. In the absence of independent confirmation from the supplier and other related information, we are unable to comment on the appropriateness of the accounting the claim including consequential effects, if any, that may arise in this regard in these accompanying financial statements.



S.R. BATLIBOI & Co. LLP

Chartered Accountants

4. In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of our comments stated in para 3 above, these quarterly financial results as well as the year to date results:
- i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - ii. give a true and fair view of the net loss and other financial information for the quarter ended March 31, 2016 and net loss and other financial information for the year ended March 31, 2016.

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: May 13, 2016

Auditor's Report On Consolidated Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
Zuari Agro Chemicals Limited

1. We have audited the consolidated financial results of Zuari Agro Chemicals Limited ('the Company') for the year ended March 31, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consolidated financial results for the year ended March 31, 2016 have been prepared on the basis of the audited annual consolidated financial statements as at and for the year ended March 31, 2016 and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our audit of the annual consolidated financial statements as at and for the year ended March 31, 2016 which were prepared in accordance with the applicable accounting standards and other accounting principles generally accepted in India and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the Holding Company is carrying receivable of Rs. 27.13 crores on account of claim raised on a product supplier for loss suffered on purchase of material which did not meet the specified standards. The said claim is subject to confirmation from the supplier. In the absence of such independent confirmation from the supplier and other related information, we are unable to comment on the appropriateness of the accounting the claim including consequential effects, if any, that may arise in this regard in these accompanying consolidated financial statements.
4. We report that a subsidiary company, M/S Mangalore Chemical & Fertilizers Limited had engaged an independent firm of accountants to carry out a forensic review into transactions in relation to investment in the preference shares of Bangalore Beverages Limited and advances made to United Beverages Holding Limited and have indicated that these transactions may have involved irregularities. The subsidiary has provided an aggregate amount of Rs 216.68 crores against the above in their books. The subsidiary company M/S Mangalore Chemical & Fertilizers Limited is taking necessary legal advice in connection with the findings and taking necessary steps in this regard. Pending legal advice on the above matters, we are unable to comment on including consequential effects, if any to be made in the accompanying consolidated financial statements.



5. We did not audit the total assets of Rs.2,961.66 crores as at March 31, 2016, total revenues and net cash outflow of Rs.2,495.41 crores and Rs.40.41 crores respectively for the year ended on that date included in the accompanying consolidated financial statements and other financial information, in respect of 2 subsidiaries, whose financial statements and other financial information have been audited by other auditors and our opinion, in so far as it relates to those financial statements is based solely on the report of such other auditors.
6. We did not audit the total assets of Rs. 119.69 crores as at March 31, 2016, and total revenues and net cash outflow of Rs. Nil and Rs. 0.16 crores respectively for the year ended on that date, included in the accompanying consolidated financial statements, in respect of a jointly controlled entity, which have not been audited, whose unaudited financial statements and other financial information have been furnished to us. Our opinion, in so far as it relates those financial statements and other financial information included in respect of jointly controlled entity is based solely on such unaudited financial statement and other financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.
7. In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of our comments stated in para 3 and para 4 above these consolidated financial results for the year:
- a. include the financial results of the following entities:

1.	Zuari Agro Chemicals Limited
Subsidiaries and step down subsidiaries	
2.	Zuari Agri Science Limited
3.	Zuari Fertilisers and Chemicals Limited (including its subsidiary Mangalore Chemicals & Fertilizers Limited)
4.	Zuari Speciality Fertilisers Limited (formerly known as Zuari Rotem Speciality Fertilisers Limited)
Joint Venture	
5.	ZuariMaroc Phosphates Private Limited (formerly known as ZuariMaroc Phosphates Limited) (including its subsidiary-Paradeep Phosphates Limited)
6.	MCA Phosphates Pte. Limited
7.	Fosfatos del Pacifico S.A, associate of MCA Phosphates Pte. Limited

- b. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- c. give a true and fair view of the net loss and other financial information for the year ended March 31, 2016.

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: May 13, 2016

ZUARI AGRO CHEMICALS LIMITED

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

AUDITED FINANCIAL RESULTS FOR YEAR ENDED 31ST MARCH 2016

(Rs in Crores except where otherwise stated)

PART-I		Stand-alone Results					Consolidated Results	
Sr No	Particulars	3 Months Ended 31/03/2016	3 Months Ended 31/12/2015	3 Months Ended 31/03/2015	Year Ended 31/03/2016	Year Ended 31/03/2015	Year Ended 31/03/2016	Year Ended 31/03/2015
		Audited (Refer No. 16 below)	Un Audited	Audited (Refer No. 16 below)	Audited	Audited	Audited	Audited
1	Income from Operations							
	(a) Net Sales/Income from Operations (net of excise duty)	1,268.42	1,102.89	1,533.83	5,253.77	5,507.61	9,997.46	7,635.39
	(b) Other Operating Income	5.18	2.22	4.93	10.26	17.03	31.36	51.87
	Total income from operations (net)	1,273.60	1,105.11	1,538.76	5,264.03	5,524.64	10,028.82	7,687.26
2	Expenses							
	(a) Cost of materials consumed	465.78	550.24	757.32	2,451.06	2,739.95	5,071.47	4,096.66
	(b) Purchase of stock-in-trade	69.82	205.81	331.86	1,659.03	1,505.23	2,611.35	1,762.89
	(c) Changes in inventories of finished goods, work- in-progress and stock-in-trade	524.75	105.78	105.61	74.41	36.61	32.19	57.53
	(d) Employee benefit expense	22.70	21.21	15.46	86.25	82.47	211.63	143.72
	(e) Depreciation and amortisation expense	13.14	4.75	5.00	27.83	17.87	72.32	30.05
	(f) Power, Fuel & Water	25.08	62.70	108.43	260.46	396.24	475.86	452.17
	(g) Other expenses	126.17	131.27	151.32	555.12	524.41	1,215.67	822.11
	Total expenses	1,247.44	1,081.76	1,475.00	5,114.16	5,302.78	9,690.49	7,365.13
3	Profit from operations before other income, finance costs and exceptional items (1-2)	26.16	23.35	63.76	149.87	221.86	338.33	322.13
4	Other income	30.36	46.14	14.34	121.15	31.67	55.50	19.27
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	56.52	69.49	78.10	271.02	253.53	393.83	341.40
6	Finance costs	96.43	67.15	60.11	300.54	232.81	500.15	318.29
7	Profit / (Loss) from ordinary activities after finance costs and before exceptional items (5-6)	(39.91)	2.34	17.99	(29.52)	20.72	(106.32)	23.11
8	Exceptional (expenses)	(2.22)	-	-	(2.22)	-	(5.53)	-
9	Profit / (Loss) from ordinary activities before tax (7+ 8)	(42.13)	2.34	17.99	(31.74)	20.72	(111.85)	23.11
10	Tax (expense)/credit	19.49	(0.74)	(6.83)	15.85	(8.36)	24.38	(6.62)
11	Net Profit / (Loss) from ordinary activities after tax (9+10)	(22.64)	1.60	11.16	(15.89)	12.36	(87.47)	16.49
12	Extraordinary items (net of tax expense)	-	-	-	-	-	-	-
13	Net Profit / (Loss) for the period / year (11+ 12)	(22.64)	1.60	11.16	(15.89)	12.36	(87.47)	16.49
14	Share of Profit/(Loss) of Associate	-	-	-	-	-	(4.84)	(2.12)
15	Minority interest	-	-	-	-	-	(1.30)	5.40
16	Net Profit / (Loss) after tax and minority interest for the period (13- 14)	(22.64)	1.60	11.16	(15.89)	12.36	(91.01)	8.97
17	Paid-up equity share capital (face value Rs. 10/-)	42.06	42.06	42.06	42.06	42.06	42.06	42.06
18	Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year.	-	-	-	745.42	761.31	872.81	964.75
19	Earnings per share (before extraordinary items) (of Rs.10/- each) (not annualised):							
	(a) Basic	(5.38)	0.38	2.65	(3.78)	2.94	(21.64)	2.13
	(b) Diluted	(5.38)	0.38	2.65	(3.78)	2.94	(21.64)	2.13



ZUARI AGRO CHEMICALS LIMITED
 Regd. Office : Jai Kisaan Bhawan, Zuarinagar, Goa -403 726
AUDITED STATEMENT OF ASSETS AND LIABILITIES

(Rs. In Crores except where otherwise stated)

	Particulars	Stand-alone Results		Consolidated Results	
		Audited	Audited	Audited	Audited
		As at 31st March'2016	As at 31st March, 2015	As at 31st March'2016	As at 31st March, 2015
A	EQUITY AND LIABILITIES				
I	Shareholders' funds				
(a)	Share capital	42.06	42.06	42.06	42.06
(b)	Reserves and surplus	745.42	761.31	872.81	964.75
	Shareholders' funds	787.48	803.37	914.87	1,006.81
II	Minority interest	-	-	308.31	103.53
III	Non-current liabilities				
(a)	Long-term borrowings	228.75	-	744.25	220.69
(b)	Deferred tax liabilities (net)	9.20	25.06	46.09	26.01
(c)	Trade payables	0.29	0.18	0.29	0.18
(d)	Other non-current liabilities	75.44	71.23	115.18	76.84
(e)	Long-term provisions	3.15	0.45	23.26	3.04
	Sub-total - Non-current liabilities	316.83	96.92	929.07	326.76
IV	Current liabilities				
(a)	Short-term borrowings	3,105.58	2,382.01	5,565.14	3,173.05
(b)	Trade payables	511.98	939.81	1,114.65	1,139.23
(c)	Other current liabilities	203.88	171.77	541.26	304.32
(d)	Short-term provisions	23.97	36.00	60.96	64.75
	Sub-total - Current liabilities	3,845.41	3,529.59	7,282.01	4,681.35
	TOTAL -EQUITY AND LIABILITIES	4,949.72	4,429.88	9,434.26	6,118.45
B	ASSETS				
I	Non-current assets				
(a)	Goodwill on consolidation	-	-	309.43	18.33
(b)	Fixed assets	455.53	363.82	1,755.15	893.08
(c)	Non-current investments	369.31	329.27	119.55	208.65
(d)	Long-term loans and advances	551.18	372.96	314.14	251.27
(e)	Other non-current assets	2.76	4.95	3.25	5.45
	Sub-total - Non-Current assets	1,378.78	1,071.00	2,501.52	1,376.78
II	Current assets				
(a)	Current investments	-	-	0.64	0.71
(b)	Inventories	439.55	557.91	1,107.08	987.89
(c)	Trade receivables	2,706.67	2,651.60	5,216.86	3,309.90
(d)	Cash and cash equivalents	2.57	0.96	37.72	36.18
(e)	Short-term loans and advances	290.96	47.75	179.64	71.47
(f)	Other current assets	131.19	100.66	390.80	335.52
	Sub-total -Current assets	3,570.94	3,358.88	6,932.74	4,741.67
	TOTAL -ASSETS	4,949.72	4,429.88	9,434.26	6,118.45



Zuari Agro Chemicals Limited

Notes to Accounts

1. (a) Results for the year ended March 31, 2016 have been prepared considering concession price for Urea notified as under :
 - I. The New Pricing Scheme- Stage III for the period from April 1, 2015 to May 31, 2015 ; and
 - II. New Urea Policy 2015 from June 1, 2015 onwards, which is further adjusted for input price escalation/ de-escalation, as estimated on the basis of prescribed norms.
- (b) The Subsidy on Phosphatic and Pottasic fertilisers has been accounted for as per concession price notified by Government of India with effect from April 1, 2015.
2. Tax expenses include/ net-off deferred tax charge / (credit).
3. Under the provision of Accounting Standard (AS17), the Group operates in a single segment of fertiliser operations and therefore separate segment disclosures have not been given.
4. The Company had received a demand of Rs. 52.93 crores from GAIL (India) Limited (GAIL) toward Take or Pay obligation. Even prior to receiving this demand, the Company had represented to GAIL to reduce the annual contractual quantity based on which the Company is confident that the Take or Pay amount will be substantial lower. Further, in terms of Contract with GAIL, this Take or Pay amount can be utilised for future Make up Gas supplies. The Company is in discussion with GAIL to reduce / waive the Take or Pay charges, hence no provision has been made for the aforesaid demand amount.
5. After achieving the production of Re-assessed Urea capacity, Urea/Ammonia Plants of the Company were shut down from January 26, 2016 to March 24, 2016. During the period annual maintenance was undertaken. The plant start-up activities were initiated from March 25, 2016 and Urea production commenced on 5th April 2016.
6. During the current quarter, the Company has completed the process of componentisation of its plant and machinery. Further, on application of component accounting, the major inspection/overhauling cost is identified as a separate component of the assets which were earlier used to charge off to the statement of profit and loss. As a result of the same, the charge on the depreciation for the year ended 31st March 2016 is higher by Rs.7.76 crores (Depreciation expense for the Group is higher by Rs.9.22 crores) as compared to earlier useful life considered for full machinery; repair and maintenance expenses for the current year is lower by Rs. 1.96 crores (for the group is lower by Rs. 1.96 crores) and loss before tax is higher by Rs. 5.80 crores (for the group is higher by Rs. 7.26 crores).
- 7 (a) During the year the Mangalore Chemicals & Fertilizers Limited (MCFL) became a subsidiary of Zuari Fertilisers and Chemicals Limited, which is a wholly owned subsidiary of the Company. Accordingly the consolidated financials of the Company for the year include the results of MCFL. This has resulted in goodwill on consolidation of Rs. 282.12 crores.



- (b) Mangalore Chemicals and Fertilizers Limited (MCFL), a subsidiary company had engaged M/s Ernst & Young LLP (EY) to carry out a forensic investigation into transactions in relation to the investment in the preference shares of Bangalore Beverages Limited (BBL) and advances made to United Beverages Holding Limited (UBHL) and the presentation made by EY indicates that these transactions may have involved irregularities and element of mis-management. MCFL has provided an aggregate amount of Rs. 216.68 crores against the above in their books. MCFL is taking necessary legal advice in connection with the findings.
- 8 In respect of import of DAP in a previous year which did not meet the standards specified by Fertilizer Control Order, 1985, (FCO) based on its estimate, the Company accounted for claim of Rs. 27.13 crores (pending confirmation from the supplier) for loss suffered by it as the contract with the supplier provides that the Company has the right to claim entire amount as compensation from the supplier in the event it is found the goods are not conforming to FCO norms by laboratory authorized by Government of India, the Company has considered the aforesaid amount as fully recoverable.
 - 9 During the year, the Company has floated Voluntary Separation Scheme (VSS) for the employees / Contractor. The total expenses of Rs. 2.22 crores (for the Group is Rs. 5.53 crores), which has been fully charged as an exceptional item in the Statement of Profit and Loss.
 - 10 During the current year, the Company has purchased balance 50% of equity shares held by RotemAmfert Negev Ltd in Zuari Rotem Speciality Fertilisers Limited, a joint venture company between the Company and RotemAmfert Negev Ltd for Rs. 13.32 crores. This has resulted in goodwill on consolidation of Rs. 8.98 crores.
 - 11 During the current year, the Board of Directors of the Company has approved the merger of its 100% subsidiaries Zuari Agri Sciences Ltd, Zuari Fertilisers and Chemicals Ltd and Zuari Speciality Fertilisers Ltd(formerly known as Zuari Rotem Speciality Fertilizers Ltd) with the Company effective date being 01.04.2015, which is pending for necessary approvals from various authorities.
 - 12 The Company has during the year, received an insurance claim of Rs. 10.70 crores from the insurance company on account of damage claim to boiler feed water pump on 8th August, 2014, which is included under other income in the results.
 - 13 In respect of one of the subsidiary company, the Company is planning to set up a Phosphaticfertiliser plant at Rak-Al-Khaimah in United Arab Emirates in collaboration with Ras Al Khaimah Maritime City Free Zone Authority. Expenditure on consultancy and related expenditure amounting to Rs. 31.05 crores have been shown under loans and advances, pending decision on issue of shares to the company in the proposed joint venture project.



- 14 The Consolidated Financial Statements are prepared in accordance with the principles and procedures for the preparation and presentation of consolidated accounts are set out in the Accounting Standard (AS 21 and AS 27) as prescribed under Section 133 of the Companies Act, 2013
- 15 The figures of the last quarter of the current year and previous year are the balancing figures between audited figures in respect of the full financial year upto 31st March 2016 / 31st March 2015 and the unaudited published year to date figures upto 31st December 2015 / 31st December 2014 being the date of end of the third quarter of the financial year which was subjected to review.
- 16 The audited financial results have been recommended by the Audit Committee at its meeting held on 13th May 2016 and approved by the Board of Directors at its meeting held on the same day.
- 17 Previous period's / year's figures have been regrouped wherever necessary.

For and on behalf of the Board of Directors

Dated: May 13, 2016
Place: Gurgaon



Kapil Mehan
Managing Director
DIN :01215092

ZUARI AGRO CHEMICALS LIMITED

Regd. Office : Jai Kisaan Bhawan, Zuarinagar, Goa -403 726, CIN - L65910GA2009PLC006177

Extract of Statement of Financial Results for the Quarter and Year ended March 31, 2016

Particulars	Standalone			Consolidated	
	Quarter ended 31.03.2016 (Audited)	Quarter ended 31.03.2015 (Audited)	Year ended 31.03.2016 (Audited)	Year ended 31.03.2015 (Audited)	Year ended 31.03.2015 (Audited)
Total income from operations (net)	1,273.60	1,538.76	5,264.03	10,028.82	7,687.26
Net Profit / (Loss) from ordinary activities after tax	(22.64)	11.16	(15.89)	(87.47)	16.49
Net Profit / (Loss) for the period after tax (after Extraordinary items)	(22.64)	11.16	(15.89)	(87.47)	16.49
Net Profit / (Loss) for the period after tax (after Minority interest)	(22.64)	11.16	(15.89)	(91.01)	8.97
Paid-up equity share capital (face value Rs. 10/-)	42.06	42.06	42.06	42.06	42.06
Reserve (excluding Revaluation Reserve as per balance sheet of previous accounting year)	-	-	745.42	872.81	964.75
Earnings per share (before extraordinary items) (of Rs.10/- each) (not annualised):					
(a) Basic	(5.38)	2.65	(3.78)	(21.64)	2.13
(b) Diluted	(5.38)	2.65	(3.78)	(21.64)	2.13
Earnings per share (after extraordinary items) (of Rs.10/- each) (not annualised):					
(a) Basic	(5.38)	2.65	(3.78)	(20.80)	3.92
(b) Diluted	(5.38)	2.65	(3.78)	(20.80)	3.92

Note

The above is an extract of the detailed format of the Financial results for the quarter and year ended 31st March 2016, filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Standalone Financial Results are available on the Company's website www.zuari.in and on the website of the Stock Exchanges www.nseindia.com and www.bseindia.com

Place : *Gurgaon*

Date : May 13, 2016



For Zuari Agro Chemicals Limited
Kapil Mehan
Managing Director
DIN : 01215092

Kapil Mehan