

ZUARI AGRO CHEMICALS LIMITED

14TH ANNUAL REPORT 2022-23



CORPORATE INFORMATION

Board of Directors

Saroj Kumar Poddar

Chairman & Non-Executive Director
DIN: 00008654

Akshay Poddar

Non-Executive Director
DIN: 00008686

Athar Shahab

Non-Executive Director
(w.e.f. 05.11.2022)
DIN: 01824891

Nitin M. Kantak

Executive Director
DIN: 08029847

N. Suresh Krishnan

Non-Executive Director
(up to 30.10.2022)
DIN: 00021965

L.M. Chandrasekaran

Independent Director
(up to 12.06.2022)
DIN: 01245052

Dipankar Chatterji

Independent Director
DIN: 00031256

Amandeep

Independent Director
(w.e.f. 29.05.2022)
DIN: 00226905

Reena Suraiya

Independent Director
DIN: 01824778

Sanjeev Lall

Independent Director
(w.e.f. 01.09.2022)
DIN: 08740906

Chief Financial Officer

Manish Malik

(w.e.f. 06.10.2022)

Raj Kumar Gupta

(up to 11.06.2022)

Company Secretary

Manoj Dere

(w.e.f. 01.02.2023)
Membership No. FCS 7652

Gaurav Dutta

(w.e.f. 03.08.2022 up to 29.12.2022)
Membership No. ACS 24445

Vijayamahantesh Khannur

(up to 11.06.2022)
Membership No. ACS 19257

Statutory Auditors

M/s. K. P. Rao & Co.

Chartered Accountants,
Poornima, IIInd Floor
25, State Bank Road
Bengaluru – 560 001
Karnataka, India.

Bankers

1. State Bank of India
2. Union Bank of India
3. Canara Bank
4. HDFC Bank Ltd.
5. ICICI Bank Ltd.

Legal Advisors

Khaitan & Co.

The Address of Our Share Transfer Agent

Link Intime India Pvt. Limited

C-101, 247 Park, LBS Marg,
Vikhroli West,
Mumbai - 400 083
Tel: 022-49186000
Fax: 022-49186060
Email: helpdesk@linkintime.co.in
Website: <https://linkintime.co.in/>

Listed on :

National Stock Exchange of India
Limited
BSE Limited

Registered Office

Zuari Agro Chemicals Limited

Jai Kisaan Bhawan, Zuarinagar,
Goa - 403 726
Tel: 91-832-2592180 / 81
website : www.zuari.in
CIN: L65910GA2009PLC006177

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ZUARI AGRO CHEMICALS LIMITED

CIN- L65910GA2009PLC006177

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa 403 726

Website : www.zuari.in Tel.: 0832-2592431

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of Zuari Agro Chemicals Limited ("the Company") will be held on **Wednesday, 27th September, 2023 at 3.00 P.M. (IST)**, through Video Conference ("VC")/Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt :**
 - (a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of the Auditors thereon.
2. To re-appoint Mr. Nitin M. Kantak (DIN: 08029847), an Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **Ratification for payment of Remuneration to Cost Auditor :**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**;

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s S.S. Sonthalia & Co., Cost Accountant Firm as Cost Auditor, having Firm Registration No. 00167, re-appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the Cost Accounts of the Company for the financial year 2023-24, being Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

4. **Waiver of recovery of excess remuneration paid to Mr. Sunil Sethy, then Managing Director for Financial Year 2019-20 :**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**;

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendments thereto or re-enactment thereof for the time being in force and such other approvals, permissions and sanctions as may be required, approval of shareholders be and is hereby accorded, for the waiver of recovery of excess remuneration paid to Mr. Sunil Sethy, Managing Director for Financial Year 2019-20 amounting to Rs. 81,00,000/- (Rupees Eighty One Lakhs only).

RESOLVED FURTHER THAT any one Director of the Company Chief Financial Officer and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. **Shifting of the Registered Office of the Company from the State of Goa to the State of Haryana and consequent alteration of Clause II of Memorandum of Association of the Company:**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**;

"RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), if any, and subject to the approval of the Central Government (power delegated to Regional Director)

and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the shareholders be and is hereby accorded to shift the Registered Office of the Company from Jai Kisaan Bhawan, Zuarinagar, Goa- 403 726 to 8th Floor, Tower-A, Global Business Park, Sector-26, MG Road, Gurugram-122002.

RESOLVED FURTHER THAT upon shifting of Registered office being effective, the Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause:

II The Registered Office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to prepare, sign and file the necessary application, affidavits and such other documents as may be necessary in connection with petition seeking confirmation of the Regional Director and / or any other authorities as may be required, to issue notices to the general public, creditors, etc. and also serve a copy of the petition to the applicable authorities as well jurisdictional Registrar of

Companies and to appoint any professionals and advisors to appear, represent, enter appearance on behalf of the Company and to act for every purpose connected with all the proceedings in the application for approval for shifting of registered office of the Company before the Central Government, the Regional Director, or any other authorities and to take such other steps as may become necessary in this regard including signing and filing of application/ petition/ reply/ letter/ confirmation/ undertaking etc., if required, before the applicable statutory and regulatory authorities under provisions of applicable law and to make such alteration, modification and corrections as may be required in the petition and such forms, documents, papers annexed with the same and to do all such acts, deed, things as may be required, so as to give effect to the aforesaid resolution."

**By Order of the Board
For Zuari Agro Chemicals Limited**

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

Manoj Dere
Company Secretary &
Compliance Officer
Membership No. FCS7652

Date: 9th August, 2023

NOTES

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3, 4 & 5 of the Notice, is annexed hereto. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) under item No. 2 is also annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (hereinafter collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM). In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the 14th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure

mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter collectively referred to as "SEBI Circulars") the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. The Notice of the 14th Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories in accordance with the aforesaid MCA Circulars and SEBI Circulars. The Notice calling the AGM and Annual Report for the financial year 2022-23 has been uploaded on the website of the Company at http://www.zuari.in/investor/annual_reports. The Notice and Annual Report for the financial year 2022-23 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars. Since the AGM will be held through VC/OAVM, the route map and attendance slip are not annexed to this Notice.
8. The Company's Registrar & Share Transfer Agents (RTA) are :
Link Intime India Private Limited
C-101, 247 Park,
LBS Marg, Vikhroli (W)
Mumbai 400 083
Tel : 022-49186000
Fax: 022-49186060
E-mail: rnt.helpdesk@linkintime.co.in
Website: <https://linkintime.co.in/>
9. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, the dividend amount remaining unpaid/unclaimed for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of Section 124(6) and Section 125 of the Companies Act, 2013 read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF within 30 days of such shares becoming due to be transferred to the Fund.
- The members who have a claim on the above dividends and/or shares may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website of IEPF Authority at www.iepf.gov.in and by sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form IEPF-5.
10. The company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last Annual General Meeting (AGM) on the website of the Company at www.zuari.in, as well as on the website of IEPF Authority at www.iepf.gov.in.

Following are the details of dividend declared by the Company and due date for transfer of unclaimed dividend to IEPF.

Dividend year	Date of declaration of dividend	Due date for transfer to IEPF
31-03-2017	22-09-2017	20-10-2024

11. Members, who have neither received nor encashed their dividend warrant(s) in respect of the earlier year, are requested to make a request letter to the Company/RTA, mentioning the relevant Folio number or DP ID and Client ID, name of the shareholders, contact no, email id, self attested copy of PAN Card, cancelled cheque, Self attested address proof such as latest Utility Bill/Aadhar Card/Passport for issuance of duplicate/revalidated dividend warrant(s). As and when the amount is due, it will be transferred by the Company to Investor Education and Protection Fund. No claim thereof shall lie against the Company after such transfer.
12. Members are advised to avail the facility for receipt of future dividends through National Electronic Clearing Services (NECS). The ECS facility is available at specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility.
- 13. Mandatory update of PAN, KYC and Nomination details**
- Any service request of the investors shall be entertained by RTA only upon registration of the PAN, KYC details and the nomination by holders of physical securities. Folios wherein any of the above information are not registered by 1 October 2023 shall be frozen by the RTA in compliance with SEBI Circular dated 16 March 2023. Any request on the said Folio will be undertaken only after submission of the aforementioned information. If the Folios continue to remain frozen as on 31 December 2025, the frozen Folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibition) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
- In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, for immediate action. A copy of such forms can be downloaded from the website of the Company at https://www.zuari.in/investor/kyc_compliance or from the website of our RTA at <https://web.linkintime.co.in/client-downloads.html>
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under

Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at http://www.zuari.in/investor/notice_general_meeting during the time of AGM.

15. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant, if the shares are held in electronic mode.
16. Dematerialisation of physical shares: Regulation 40 of the SEBI Listing Regulations 2015 mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised mode. Further, SEBI, vide its Circular dated 25 January 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in dematerialised mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised mode. Shareholders who are desirous of dematerialising their securities may write to the Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in
17. **Voting Process:** Process and manner for members opting to vote through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

EVSU : 230828003

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) **The remote e-voting period begins on Sunday, 24th September 2023 at 10.00 A.M. (IST) and ends on Tuesday, 26th September, 2023 at 5.00 P.M.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being Wednesday, 20th September, , 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call on toll free no 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual shareholders holding shares in DEMAT form .

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used
- 6) If you are a first-time user follow the steps given below:

	For physical shareholders and shareholders other than individual shareholders holding shares in DEMAT
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) **Click on the EVSN of ZACL : 230828003 to vote.**

- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and

click on Forgot Password & enter the details as prompted by the system.

- (xv) There is also an optional provision to upload Board Resolution/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cs.sbhat@gmail.com and to the Company at the email address viz; shares@adventz.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting with regard to the financial statements or any other matter to be placed at the AGM may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Shares@adventz.com
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. **For shareholders holding shares in physical mode** - A signed copy of request letter in Form ISR-1 mentioning details like Folio No., Name of shareholder, Mobile No., email id, that is to be registered along with scanned copy of the share certificate (front and back), copy of PAN (self attested), copy of AADHAR (self attested) may be sent by email to the Company at shares@adventz.com /RTA at rnt.helpdesk@linkintime.co.in . Members may download the prescribed form from the Company's website at http://www.zuari.in/investor/kyc_compliance
2. **For Demat shareholders** - Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33

General instruction/information for Members for voting on the Resolutions:

- a) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cutoff date, being Wednesday, 20th September, 2023. The person who is not a member as on cut-off date should treat this notice for information purpose only. Any person, who acquires shares of the Company & becomes member of the Company after the dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Wednesday, 20th September, 2023, may please refer the voting instructions in the AGM Notice for remote voting/ e-voting.
- b) Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process as well as voting through poll papers at the Meeting, in a fair and transparent manner.
- c) The Scrutinizer shall immediately after conclusion of the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company.
- d) The Scrutinizer will submit, within 2 working days of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of AGM or any other Director or Company Secretary authorized by the Chairman of the AGM in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at www.zuari.in, besides being communicated to Stock Exchanges.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3: Ratification for payment of Remuneration to Cost Auditor:

The Board on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. S.S. Sonthalia & Co., Cost Accountant Firm as the Cost Auditor to conduct the audit of the Cost Accounts of Fertiliser operations of the Company for the financial year 2023-24 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit.

In terms of provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Hence, the Board recommends the resolution as set out in Item No.3 of the Notice for shareholders' approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in this resolution set out at Item No. 3.

Item No. 4 : Waiver of recovery of excess remuneration paid to Mr. Sunil Sethy, then Managing Director for Financial Year 2019-20

On the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 15th May, 2019 and the Members at the 10th Annual General Meeting of the Company held on 06th September, 2019 approved the re- appointment and payment of remuneration to Mr. Sunil Sethy (DIN: 00244104), as the Managing Director of the Company for the period of 1 year with effect from 1st August, 2019 on such remuneration as mentioned in the notice of the Annual General Meeting.

In terms of Section 197 of the Companies Act, 2013 read with Schedule V thereof, it was necessary to obtain the prior approval from the banks / financial institutions for payment of remuneration to Mr. Sunil Sethy, then Managing Director for Financial Year 2019-2020. Since, no such prior approval of the banks / financial institutions was in place, the remuneration amounting to Rs. 81.00 Lakhs paid to Mr. Sunil Sethy for the Financial Year 2019-20, was construed to be in excess of limit prescribed under provisions of the Companies Act, 2013.

The Board at its Meeting held on 19th June, 2020 had approved the waiver of recovery of excess remuneration of Rs. 81 Lakhs paid to Mr. Sunil Sethy, then Managing Director for Financial Year 2019-20, subject to prior approval of the banks / financial institutions and the approval of shareholders. The Company had requested the relevant banks / financial institutions (lenders) to provide their approval for waiver of excess remuneration, however the Company has not received any approval from the lenders.

Since the Company has already repaid the facilities availed from the Banks in FY 2019-20, the approval of banks/financial institutions is no longer required for such a waiver. The Company seek your approval for this long pending issue of waiver of excess remuneration paid to Mr. Sunil Sethy for the Financial Year 2019-20 and close the same for once and for all.

The Board recommends the resolution set out at Item No. 4 of the Notice for shareholders' approval as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are, concerned or interested in the resolution as set out at Item No. 4.

Item No. 5 : Shifting of the Registered Office of the Company from the State of Goa to the State of Haryana and consequent alteration of Clause II of Memorandum of Association of the Company

The registered office of the Company is presently situated at Jai Kisaan Bhawan, Zuarinagar, Goa. In order to avoid operational difficulties, have effective control and compliance, the Board at its meeting held on 20th May, 2023, subject to the approval of shareholders and Central Government (Regional Director) has approved shifting of the Registered Office of the Company from Jai Kisaan Bhawan, Zuarinagar,

Goa- 403 726 to 8th Floor, Tower-A, Global Business Park, Sector-26, MG Road, Gurugram-122002 and consequent alteration of Clause II of Memorandum of Association of the Company.

As per the requirement of the provision of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), if any, approval of the shareholders by a special resolution is required to amend the Memorandum of Association so as to change the place of its registered office from one state to another subject to the approval of the Central Government (Regional Director).

Hence, the Board recommends the resolution set out at Item No. 5 of the Notice for shareholders' approval as a Special Resolution.

The proposed shifting of registered office will not be prejudicial to the interest of any employees, shareholders, creditors and other stakeholders.

The draft Memorandum of Association with the proposed amendment is available for inspection on the website of the company at http://www.zuari.in/investor/notice_general_meeting

None of the Directors and Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP are, in any way, concerned or interested in the resolution as set out in Item No.5.

**By Order of the Board
For Zuari Agro Chemicals Limited**

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

Date: 9th August, 2023

Manoj Dere
Company Secretary &
Compliance Officer
Membership No. FCS7652

Details of Director seeking re-appointment at the forthcoming Annual General Meeting	
Name of the Director	Mr. Nitin M. Kantak
DIN	08029847
Date of Birth	13-12-1959
Age (in years)	63
Relationship between directors inter-se	NIL
Date of First Appointment	03-09-2020
Qualification	Bachelor of Chemical Engineering from Institute of Chemical Technology (Formerly UDCT), Mumbai.
Nature of expertise in Functional areas & Experience including brief resume.	Mr. Nitin M. Kantak has 40 years of experience in nitrogenous and Phosphatic fertilizer industry in Plant Operations, Project Management & Commissioning, Process Engineering and Technical Services. He started his career with Rashtriya Chemicals and Fertilizers Ltd, Trombay, before moving to Zuari Agro Chemicals Ltd in October 1982. He has worked in Zuari Agro Chemicals Limited from 1982 to 2014 in various capacities in Plant Operations. He was appointed as Vice President Manufacturing & Unit Head of Paradeep Phosphates Ltd from December 2014 to August 2017. He was Chief Technical Officer for Adventz Group Fertilizer Business from September 2017 to January 2019. He has served as Chief Operating Officer of Zuari Agro Chemicals Ltd effective January 2019 before taking charge as Executive Director w.e.f 3rd September, 2020. Mr. Kantak was appointed as Director in Mangalore Chemicals and Fertilisers Limited w.e.f 1st January, 2022 and Whole Time Director w.e.f 3rd November, 2022.
Terms and Conditions of appointment/ re-appointment	Re-appointment on retirement by rotation
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31st March, 2023.	1. Zuari Iav Private Limited (Formerly Zuari Indian Oiltanking Private Limited) 2. Zuari Management Services Limited 3. *Mangalore Chemicals and Fertilisers Limited 4. The Fertiliser Association of India
Listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of Committees of Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2023	1. Zuari Agro Chemicals Limited-member of Stakeholders Relationship Committee 2. Mangalore Chemicals and Fertilisers Limited-member of Stakeholders Relationship Committee
Shareholding in the Company, including shareholding as a beneficial owner	500
Remuneration proposed to be paid	NIL

*Listed Company

**For other details such as number of meetings of Board of Directors attended during the year and remuneration last drawn i.e. as on 31st March, 2023, please refer to the Corporate Governance Report (Annexure A) of the Annual Report.

BOARD'S REPORT 2022-23

To the Members,

1. Your Directors place before you the Fourteenth Annual Report of the Company together with Statement of Accounts for the financial year ended 31st March, 2023.

2. Financial Highlights:

(₹ in lakhs)

Particulars	Standalone				Consolidated			
	2022-23		2021-22		2022-23		2021-22	
	Continuing Operations	Discontinuing Operations	Continuing Operations	Discontinuing Operations	Continuing Operations	Discontinuing Operations	Continuing Operations	Discontinuing Operations
Profit/ (Loss) for the year before depreciation, exceptional item and taxation	(5,323.10)	(1,521.52)	(7,423.11)	(452.75)	22,052.86	(1,521.52)	12,104.87	424.94
Less :Depreciation for the year	352.14	-	353.05	-	7,851.16	-	6,749.28	-
Exceptional Expenses	44,342.30	-	-	-	44,342.30	-	-	-
Share of Profit / (Loss) of an associate and a joint venture	-	-	-	-	9,792.64	-	16,028.65	-
Profit/(loss) before tax	38,667.06	(1,521.52)	(7,776.16)	(452.75)	68,336.65	(1,521.52)	21,384.24	424.94
Less : Provision for taxation Current Tax	1,017.04	-	-	-	5,062.75	-	2,518.18	-
Income Tax Credit of earlier years	-	-	116.17	-	0.97	-	116.17	-
Deferred Tax Charges (Credit)	6,742.13	-	-	-	7,847.48	-	2,092.10	-
Profit /(Loss) after tax	30,907.89	(1,521.52)	(7,892.33)	(452.75)	55,425.45	(1,521.52)	16,657.79	424.94
Other Comprehensive Income(Loss)	2,737.34	-	4,090.93	-	2,730.35	-	4,029.05	-
Total Comprehensive Income/ (Loss)	33,645.23	(1,521.52)	(3,801.40)	(452.75)	58,155.81	(1,521.52)	20,686.84	424.94
Proposed Dividend : NIL (PY NIL) (in case of a subsidiary Rs. 1.20 (PY Re.1)	-	-	-	-	1,777.73	-	1,422.18	-
Tax on dividend (Including Surcharge)	-	-	-	-	-	-	-	-
Earnings per equity shares (EPS) (In Rs.)								
Basic and diluted from continuing and discontinued operations	69.87	(3.62)	(18.77)	(1.08)	116.95	(3.62)	30.00	1.01

A. Review of Operations:

The revenue from continued operations (Standalone) for the year ended 31st March, 2023 was Rs. 16,500.34 Lakhs and discontinued operations was Rs. 27,883.04 Lakhs as compared to continued operations of Rs.8,301.07 Lakhs and discontinued operations of Rs. 2,51,139.71 Lakhs for the previous year ended 31st March, 2022.

The profit before tax for the year ended 31st March, 2023 from continuing operations was Rs. 38,667.06 Lakhs and loss before tax from discontinued operations was Rs. 1,521.52 Lakhs as compared to loss from continued operations of Rs. 7,776.16 Lakhs and from discontinued operations of Rs. 452.75 Lakhs for the previous year. The

profit after Tax from continuing and discontinued operations stood at Rs. 29,386.37 Lakhs for the year ended 31st March, 2023 as compared to loss of Rs. 8,345.08 Lakhs for the previous year.

The revenue from continued operations (Consolidated) for the year ended 31st March, 2023 was Rs. 4,55,261.73 Lakhs and discontinued operations was Rs. 27,883.04 Lakhs as compared to continued operations of Rs. 3,58,979.83 Lakhs and discontinued operations of Rs. 2,51,139.71 Lakhs for the previous year.

The consolidated profit before tax for the year ended 31st March, 2023 from continuing operations was Rs. 68,336.65 Lakhs and loss before tax from discontinued

operations was Rs. 1,521.52 Lakhs as compared to profit from continued operations of Rs. 21,384.24 Lakhs and from discontinued operation of Rs. 424.94 Lakhs for the previous year. The profit after tax from continuing and discontinuing operations stood at Rs. 53,903.92 Lakhs for the year ended 31st March, 2023 as compared to Rs. 17,082.73 Lakhs for the previous year.

Pursuant to Board approval dated 22nd February, 2021, the Company entered into Business Transfer Agreement (BTA) dated 1st March, 2021 with Paradeep Phosphates Limited (PPL) for sale of fertilizer plant at Goa along with associated business to PPL on slump sale basis for an agreed enterprise value of USD 280 million. PPL is a subsidiary of Zuari Maroc Phosphates Private Limited, which is a 50:50 joint venture of the Company and Office Cherifien des Phosphates (OCP). The shareholders' approval was obtained on 7th April, 2021 through postal ballot process. The Competition Commission of India (CCI) approved acquisition of the Goa plant of the Company by PPL on 25th June, 2021. The BTA was consummated on 1st June, 2022.

B. Reserves:

The net deficit in the statement of Profit and Loss and General Reserves as on 31st March, 2023 was Rs.56,588.75 Lakhs, as against Rs. 85,972.22 Lakhs net deficit in the statement of profit and loss as on 31st March, 2022.

C. Material changes and commitments affecting financial position between the end of the financial year and date of the report:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relates and date of the approval of the Board's Report except the below mentioned.

During the year, Zuari Farmhub Limited (ZFL) has issued 78,55,60,000 equity shares of Rs. 10 each by way of conversion of unsecured compulsory convertible debentures (CCD's). Further, in accordance with Section 66 of the Companies Act 2013, ZFL had filed Scheme for Reduction of its Share Capital ("Scheme") before the National Company Law Tribunal, Mumbai Bench (NCLT) by way of setting off its Equity share capital against negative capital reserves as appearing on 30th June, 2022. The same has been approved by NCLT, Mumbai Bench, vide its Order dated 4th May, 2023 and the Scheme has become effective from the appointed date i.e. 1st July, 2022. The effect of the same has been taken in the audited financial statement for the year ended 31st March, 2023. To give effect to the capital reduction, ZFL has cancelled and extinguished 69,89,67,400 equity shares with face value of Rs.10 each in their books. Accordingly, the Company has reduced its carrying value of investment in ZFL by Rs. 698.97 Crores and loss arising on the same has been disclosed under exceptional items in profit and loss statement by the Company.

3. Dividend:

The Directors do not recommend any dividend in view of loss during the current year.

The Dividend Distribution Policy of the Company is displayed on the Company's website. The weblink for the same is: http://www.zuari.in/assets/files/corporate-governance/Dividend-Distribution-Policy_ZACL-14aug2021n.pdf

4. Conservation of Energy/Technology Absorption/Foreign Exchange Earnings and Outgo:

A. Conservation of Energy:

No energy savings/conservation schemes implemented during the year 2022-23.

B. Technology Absorption:

- (i) The efforts made towards technology absorption - Not Applicable
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
- (iii) Imported technology (imported during the last 3 years reckoned from the beginning of the financial year) - Not Applicable
- iv) The expenditure incurred on Research and Development - Not Applicable

No new technology was absorbed during the year 2022-23.

C. Foreign Exchange and Outgo:

The expenditure in foreign currency for the year ended 31st March, 2023 was Rs. 16.85 Lakhs as compared to Rs. 272.65 Lakhs during the previous year. The foreign exchange earnings for the year ended 31st March, 2023 was Rs. NIL as compared to Rs. NIL Lakhs during the previous year.

5. Environment, Health and Safety:

The Company continues its environment and safety initiatives. The Company's Fertilizer Plant is a 'Zero Effluent Discharge Plant'. It continues to comply with all the statutory requirements as set out in the consent to operate.

Recently we have installed an additional water spray at the entry point in the rock godown to avoid the dust while unloading. We have also started using dumpers instead of wooden trucks for rock movement to avoid the formation of the dust. Further, we have also planned for planting trees in the monsoon season in the periphery of the factory compound as a green initiative and also to tackle the dust issue and promote good health.

The Company continuously conducts safety training and refresher programs for its employees and workers. No fatal incidents in the factory were reported during the year. The Company has conducted various activities in the plant related to Safety, Health & Environment during National Safety Week,

National Road Safety Month, World Environment Day, National Fire Service Day and Chemical Disaster Prevention Day.

6. Industrial Relations:

The Industrial Relations scenario in the Plant was normal.

7. Annual Return:

Annual Return referred to in Section 92(3) of the Companies Act, 2013 is available on the website of the Company at http://www.zuari.in/investor/annual_return

8. Related Party Transactions:

All related party transactions that were entered into during the financial year, were on an arm's length basis. All related party transactions are approved by the Audit Committee and the Board of Directors. The details of related party transactions in Form AOC-2 are enclosed as **Annexure- 'K'**

9. Particulars of Loans, Guarantees or Investments:

The details of Loans given, Corporate Guarantees provided and Investments made by the Company under the provisions of Section 186 of the Companies Act, 2013 are given in Note No. 44 of the financial statements.

10. Nomination & Remuneration Policy and Disclosures on Remuneration:

The Board on the recommendation of the Nomination & Remuneration Committee has framed a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and employees in the Senior Management including the criteria for determining qualification, positive attributes, independence of director and other matters as required under Section 178(3) of the Companies Act, 2013. More details of the same including the composition of the Committee are given in the Report on Corporate Governance enclosed as **Annexure 'A'** to this report.

The nomination and remuneration policy is displayed on the Company's website. The weblink for the same is: <http://www.zuari.in/assets/files/corporate-governance/NominationandRemunerationPolicy-02022022.pdf>

The disclosure related to the employees under Section 197(12) read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure 'I'** to this Report.

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is enclosed as **Annexure 'J'**.

11. Vigil Mechanism/Whistle Blower Policy:

The Company in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has established a vigil mechanism for directors and employees to report genuine concerns to the management viz. instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee.

12. Corporate Social Responsibility ('CSR'):

The Board of Directors has constituted a CSR Committee and also approved the CSR Policy. CSR Committee comprised of Executive Director, one Independent Director and one Non-Executive Director as on 31st March, 2023. The Board has designated Mr. Manoj Dere, Company Secretary as Secretary of the Committee. During the year under review, 1 meeting of the Committee was held on 29th May, 2022.

The Composition of Committee & their attendance at the meetings are as follows:

Names of Members	Status	Nature of Directorships	No of meetings attended
Mr. L.M. Chandrasekaran*	Chairman	Independent Director	-
Mr. N. Suresh Krishnan**	Member	Non-Executive Director	1
Mr. Akshay Poddar	Member	Non-Executive Director	-
Mr. Nitin M. Kantak	Member	Executive Director	1
Mr. Amandeep***	Chairman	Independent Director	-

* ceased to be a director w.e.f. 12th June, 2022 due to his demise

** ceased to be member with effect from 29th June, 2022

*** appointed as Chairman w.e.f. 29th June, 2022

The policy is displayed on the Company's website. The weblink for the same is: <http://www.zuari.in/assets/files/corporate-governance/CSR-Policy-13feb2021.pdf>

The CSR Committee formulates and recommends to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company, as specified in Schedule VII of the Companies

Act, 2013. The Committee also recommends the amount of expenditure to be incurred on the CSR activities and monitors the CSR Policy of the Company from time to time.

The detailed report on CSR activities as required under The Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure 'H'** to this report.

13. Directors and Key Managerial Personnel:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

In accordance with the provisions of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had organized familiarization programme for the Independent Directors on 31st March, 2023.

Mr. Nitin M. Kantak retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. A brief profile and details of other directorships of Mr. Nitin M. Kantak are given in the Report on Corporate Governance attached as **Annexure 'A'** to this report.

Mr. Amandeep was appointed as Independent Director of the Company for a period of 3 years w.e.f. 29th May, 2022 and his appointment was regularized on 31st July, 2022.

Mr. N. Suresh Krishnan ceased to be a Non-Executive Director of the Company pursuant to his resignation w.e.f. 30th October, 2022.

Mr. Vijayamahantesh Khannur ceased to be a Company Secretary and Key Managerial Personnel of the Company w.e.f. 11th June, 2022.

Mr. Raj Kumar Gupta ceased to be a Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. 11th June, 2022.

Mr. L.M. Chandrasekaran ceased to be an Independent Director of the Company w.e.f. 12th June, 2022, due to his demise.

Mr. Gaurav Dutta, who was appointed as Company Secretary and Key Managerial Personnel of the Company w.e.f. 3rd August, 2022, ceased to be a Company Secretary and Key Managerial Personnel w.e.f. 29th December, 2022.

Mr. Sanjeev Lall was appointed as Independent Director of the Company for a period of 3 years w.e.f. 1st September, 2022 and his appointment was regularized on 12th September, 2022.

Mr. Manish Malik was appointed as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. 6th October, 2022.

Mr. Athar Shahab was appointed as Non-Executive Director of the Company w.e.f. 5th November, 2022 and his appointment was regularized on 29th December, 2022.

Mr. Manoj Dere was appointed as Company Secretary & Compliance Officer and Key Managerial Personnel of the Company w.e.f. 1st February, 2023.

Mr. Dipankar Chatterji was re-appointed as Non-Executive and Independent Director of the Company for a second term of 5 years w.e.f. 14th February, 2023. Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders, was sought by way of postal ballot dated 23rd March, 2023 for continuation of his directorship.

Mr. Nitin M. Kantak was re-appointed as Executive Director in the category of Whole Time Director of the Company for a period of 3 years w.e.f. 3rd September, 2023.

A statement regarding opinion of the Board, with regard to integrity, expertise and experience (including proficiency) of the Independent Directors appointed during the year is given in Corporate Governance Report annexed as **Annexure 'A'**.

Mr. Nitin M. Kantak, Executive Director, Mr. Manoj Dere, Company Secretary and Mr. Manish Malik, Chief Financial Officer have been designated as Key Managerial Personnel in accordance with provisions of Section 203 (1) of the Companies Act, 2013.

14. Performance Evaluation:

Pursuant to the Provisions of Section 134, 178 and Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the following performance evaluations were carried out;

- Performance evaluation of the Board, Chairman and Non-Independent Directors by the Independent Directors;
- Performance evaluation of the Board, its committees and Independent Directors by the Board of Directors; and
- Performance evaluation of every director by the Nomination and Remuneration Committee.

The details of Annual Performance evaluation carried out are given in the Corporate Governance Report attached as **Annexure 'A'** to this report.

15. a. Board Meetings:

During the year, nine Board Meetings were held on 28th April, 2022, 29th May, 2022, 3rd August, 2022, 6th October, 2022, 11th October, 2022, 5th November, 2022, 9th January, 2023, 1st February, 2023 & 31st March, 2023. The details of the composition of the Board and attendance of the Directors at the Board Meetings, are provided in the Corporate Governance Report.

b. Audit Committee:

During the year under review, eight Audit Committee Meetings were held and all the recommendations of the Audit Committee were accepted by the Board. The details of the composition of the Audit Committee and details of committee meetings are given in the Corporate Governance Report.

16. Fixed Deposits:

The Company has not accepted fixed deposits in the past or during the year.

17. Details of significant and material orders passed by the Regulators or Courts:

There are no significant material orders passed by the Courts/Regulators or Tribunals impacting the going concern

status and Company's operations in future. The details pertaining to various demand notices from various statutory authorities are disclosed in Note No.36 of financial statements under the heading – Contingent Liabilities.

18. Adequacy of internal financial controls with reference to financial statements:

The Company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. The Company has designed and put in place adequate Standard Operating Procedures and Limits of Authority Manuals for conduct of its business, including adherence to Company's policies, safeguarding its assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

These documents are reviewed and updated on an ongoing basis to improve the internal control systems and operational efficiency. The Company uses a state-of-the-art ERP (SAP HANA) system to record data for accounting and managing information with adequate security procedure and controls.

19. Disclosure Requirement:

Your Company has complied with all the mandatory requirements of Schedule V of SEBI (LODR) Regulations, 2015. The Report on Corporate Governance is enclosed as **Annexure 'A'** to this report. A Certificate on compliance of Corporate Governance by a Practicing Company Secretary is enclosed as **Annexure 'B'**. Declaration by the Executive Director is enclosed as **Annexure 'C'**, the Management Discussion and Analysis is enclosed as **Annexure 'E'** and Secretarial Audit Report is enclosed as **Annexure 'F'** to this report.

20. Statutory Auditors:

As per Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendations of the Audit Committee, M/s. K.P. Rao & Co., Chartered Accountants, (FRN 003135S), were appointed as Statutory Auditors of the Company at the 12th Annual General Meeting, to hold office from the conclusion of 12th Annual General Meeting until the conclusion of the 17th Annual General Meeting.

The Auditors Report on Standalone & Consolidated Financial Statements contained no qualifications.

During the year under review, there were no frauds reported by the Auditors to the Audit Committee or the Board under Section 143 (12) of the Companies Act, 2013.

21. Cost Records & Cost Audit :

The Company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, and accordingly such accounts are made and records are maintained. The Cost Audit Report for the year ended 31st March, 2022 was filed by the Company with the Ministry of Corporate Affairs on 27th August, 2022.

22. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Shivaram Bhat, Practicing Company Secretary as Secretarial Auditor, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2022-23 is enclosed as **Annexure 'F'** to this Board's Report. The Secretarial Audit Report does not contain any qualification.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Audit Report of the Material Unlisted Subsidiary Zuari Farmhub Limited for the financial year 2022-23 is enclosed as **Annexure 'G'**.

23. Disclosure as per Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no complaints/cases filed/pending under the Act with the Company during the financial year.

24. Employees' Stock Option Scheme:

Though the Employees Stock Option Scheme (ESOPS) was approved by the shareholders in the Annual General Meeting held on 7th August, 2012, no ESOPS was issued pursuant to the same.

25. Issue of Non-Convertible Debentures (NCDs):

Pursuant to the provisions of Sections 42, 71, 179(3), 180 (1)(a), 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Board at its meeting held on 23rd February, 2022 has approved the issue and allotment of 1,500 senior, secured, unrated, unlisted, redeemable, non-convertible debentures of a face value of Rs.10 Lakhs each, aggregating up to Rs. 150 crores in one or more tranches, on such terms as set out in the Transaction Documents, on a private placement basis. Out of 1500 Non-Convertible debentures, 1250, non-convertible debentures of Rs.10 Lakhs each aggregating to Rs.125 crores were allotted in tranches on 25th February, 2022, 5th April, 2022 and 25th May, 2022.

26. The details of application made or any proceeding pending under the insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year:

No application was received or any proceedings filed under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year 2022-23.

27. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

Not Applicable

28. Consolidated Financial Statements under Section 129 of the Companies Act, 2013:

The Consolidated Financial Statements of the Group has been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) (Amendment) Rules, 2016 which forms part of this Annual Report.

The Company shall place the financial statements of subsidiaries on its website in pursuance of Section 136 of the Companies Act, 2013. The Annual Accounts of the Subsidiary Companies will also be kept for inspection by any shareholders at the Registered Office of the Company as well as the Registered Office of the Subsidiaries.

29. Subsidiaries:

A brief review of the subsidiaries of the Company is given below:-

(a) Mangalore Chemicals & Fertilizers Limited (MCFL):

Mangalore Chemicals & Fertilizers Limited (MCFL) is a subsidiary of the Company and the Company holds 54.03% total voting rights in MCFL.

MCFL has only one major business segment, viz. Fertilizers. It manufactures both Nitrogenous and Phosphatic fertilizers and is the only manufacturer of fertilizers in the state of Karnataka. About 72% of the Company's products are sold in the state of Karnataka, which meets about 11% of the needs of the farmers in the State. MCFL maintains a good share of the market in Kerala and a modest share in the neighbouring states of Tamil Nadu, Andhra Pradesh, Telangana and Maharashtra.

The revenue from operations for the year ended 31st March, 2023 was Rs. 364,152.40 Lakhs as compared to Rs.2,89,558.30 Lakhs for the year ended 31st March, 2022.

The profit before tax for the year ended 31st March, 2023 was Rs. 17,602.59 Lakhs as compared to Rs. 13,466.01 for the year ended 31st March, 2022. Total Comprehensive Income stood at Rs. 13,434.01 Lakhs for the year ended 31st March, 2023 as compared to Rs. 8,765.86 Lakhs for the previous year.

(b) Adventz Trading DMCC:

Adventz Trading DMCC, wholly owned subsidiary of your Company, incorporated under Dubai Multi Commodities Centre Authority (DMCC) is engaged in the business of trading in chemical fertilizers, seeds, agricultural and veterinary pesticides and basic industrial chemicals.

The revenue from operations for the year ended 31st March, 2023 was NIL as compared to AED 2,76,654 for the year ended 31st March, 2022.

The profit for the year ended 31st March, 2023 was AED 5,171,565 as compared to loss of AED 2,145,550 for the year ended 31st March, 2022.

The Board at its meeting held on 31st March, 2023 approved the liquidation and winding of Adventz Trading DMCC, subject to the approval of DMCC Authorities, Reserve Bank of India and other Authorities.

(c) Zuari Farmhub Limited :

Zuari Farmhub Limited (ZFL) ceased to be a wholly owned subsidiary of the Company with effect from 20th March 2023 with the sale of 4,00,000 equity shares of Rs. 10/- each held by the Company in ZFL to an unrelated party. However, the Company continues to be a subsidiary of the Company. The following are the businesses carried out by ZFL:

The Specialty Nutrients Business:

In order to support the market & farmers need with timely supply of quality products, ZFL manufactures, source & promotes high quality Water Soluble Fertilizers, Micronutrients, Organic Products, Soil Conditioners & Agri. fluids to offer complete plant nutrient solution to farmers. The Specialty Fertilizer Division facility in Baramati manufacturing highest quality Water Soluble Fertilizer mixtures has greatly helped in growth of the business.

Plant Protection Chemicals:

To offer services to farmers by offering such protection measures, wide range of agri. Crop protection chemicals are marketed by ZFL under their own brands sourced from reputed manufacturers. ZFL also adopted a collaborative approach for marketing the products of reputed pesticide companies in their brands through their channel partner network.

Agri Retail Business - Jai Kisaan Junction:

ZFL has conceptualized and operate a targeted platform which is company owned company operated retail multi brand store chain - Jaikisaan Junctions , to deliver quality farm inputs and services at reasonable prices to the farmers. Under the motto of One-Stop-Solution, highest quality products / brands are sourced right from manufacturer itself for Jaikisaan Junctions to offer an entire range of Agri. products and services to the farmers.

Analytical and Advisory Service:

To promote the concept of Integrated Nutrient Management, six Agricultural Development Labs (ADLs) established at different locations strive to provide solution to the pressing needs of the farmers in 14 out of 15 agro climatic zones in India. Through this facility, analysis of samples pertaining to our customers is done and appropriate recommendations for soil health and crop management are given.

The Agri Services and R&D is involved in imparting training to internal customers and channel partners. Adventz Agri Innovation Centre at Solapur is a platform where agricultural technologies are screened based on adaptation and assessing their relative advantage, compatibility, complexity and replicability.

The revenue from operations for the year ended 31st March, 2023 was Rs. 84,074.94 Lakhs as compared to Rs. 69,299.00 Lakhs for the year ended 31st March, 2022.

The profit before tax for the year ended 31st March, 2023 was Rs. 3,166.02 Lakhs as compared to profit of Rs. 1,952.58 Lakhs for the year ended 31st March, 2022. Total Comprehensive profit stood at Rs. 2,161.96 Lakhs for the year ended 31st March, 2023 as compared to profit Rs. 2,025.71 Lakhs for the previous year.

Pursuant to the order passed by the National Company Law Tribunal, Mumbai Bench, dated 4th May, 2023, for reduction of capital under Section 66 of the Companies Act, 2013 ("Scheme"), ZFL has cancelled and extinguished 69,89,67,400 Equity Shares of Rs. 10 each aggregating to Rs. 698.97 Crores in its Equity Share Capital. The Scheme has become effective from the appointed date i.e. 1st July, 2022.

30. Joint Venture:

A brief review of the joint venture of the Company is given here below:

Zuari Maroc Phosphates Private Limited:

Zuari Maroc Phosphates Private Limited (ZMPPL), a 50:50 joint venture with Office Cherifien Des Phosphates (OCP) S.A., was established as a Special Purpose Vehicle (SPV) for acquisition of stake in Paradeep Phosphates Limited (PPL). At present, ZMPPL is holding 56.10% of the equity stake in PPL.

ZMPPL's total revenue from operations for the year ended 31st March, 2023 was Rs. 572.48 Lakhs as against Rs. 27.34 Lakhs during the previous year.

The profit before exceptional Items and tax for the year ended 31st March, 2023 was Rs. 546.93 Lakhs as against profit before exceptional Items and tax of Rs. 12.12 Lakhs during the previous year. Profit after tax for the year was Rs. 538.61 Lakhs as compared to profit after tax of Rs. 8.88 Lakhs in the previous year.

31. Risk Management:

The details pertaining to Risk Management are included in the Corporate Governance Report enclosed as **Annexure 'A'**.

32. Business Responsibility and Sustainability Report :

Pursuant to Regulation 34 (2) (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business

Responsibility and Sustainability Report for the financial year 2022-23 is not applicable to the Company.

33. Directors' Responsibility Statement :

To the best of our knowledge and belief and according to the information and explanation obtained by us, your Directors make the following statements in terms of provisions of Section 134 (5) of the Companies Act, 2013, and hereby confirm that:

- in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. Compliance of Secretarial Standards:

The Company has complied with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

35. Acknowledgements:

Your Directors wish to place on record their appreciation for the dedication, commitment and contribution of all stakeholders and employees of your Company.

For and on behalf of the Board

Nitin M. Kantak
Executive Director
DIN: 08029847

Athar Shahab
Non-Executive Director
DIN: 01824891

Date: 9th August, 2023

ANNEXURE 'A' TO THE BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Corporate Governance:

Corporate Philosophy of the Company is to strengthen India's industrial and agricultural base, increasing shareholder value, providing quality fertilisers and other agri inputs, preserving and protecting the environment and ensuring a healthy neighbourhood.

The Company's Philosophy on Corporate Governance envisages an attainment of the highest level of transparency and accountability. It is aimed at safeguarding and adding value to the interests of various stakeholders. The Company is committed to the best Corporate Governance and continues with its initiatives towards the best Corporate Governance practices.

2. Board of Directors:

The Board of Directors of the Company comprised of eight members including, one Executive Director and seven Non-Executive Directors as on 31st March, 2023. Half of the Board comprised of Independent Directors and Non-Executive Directors. The other related information concerning the Board is given hereunder.

During the year under review, nine Board meetings were held on 28th April, 2022, 29th May, 2022, 3rd August, 2022, 6th October, 2022, 11th October, 2022, 5th November, 2022, 9th January, 2023, 1st February, 2023 & 31st March, 2023.

Attendance of each Director at the Board of Directors' meetings and at the last Annual General Meeting (AGM) along with the directorships in other Companies and number of Committees where the Director is a Chairman / Member is given hereunder:

Name of Director	Category of Directorship #	No. of Directorships in other Companies** as on 31-3-2023	No. of Board Meetings Attended	No. of shares held in the Company	Attendance at last AGM	No. of Board Committees of other Companies * as on 31-03-2023	
						Chairman	Member
Mr. Saroj Kumar Poddar	Promoter Group, Chairman & NED	11	9	179406@	No	-	-
Mr. Nitin M.Kantak	ED	4	9	500	Yes	-	1
Mr. N. Suresh Krishnan****	NED	-	2	NIL	Yes	-	-
Mr. Akshay Poddar ^	Promoter Group & NED	16	9	150585	Yes	1	2
Mr. Dipankar Chatterji^^	ID	9	9	NIL	Yes	4	-
Mr. L.M. Chandrasekaran^^^	ID	-	1	NIL	NA	-	-
Mrs. Reena Suraiya	ID	1	9	NIL	Yes	-	-
Mr. Amandeep+	ID	6	7	NIL	No	1	1
Mr. Sanjeev Lall***	ID	2	5	NIL	Yes	-	-
Mr. Athar Shahab++	NED	9	4	NIL	NA	-	2

ED-Executive Director, ID-Independent Director, NED-Non -Executive Director

* Includes Audit Committee and Stakeholders' Relationship Committee in Public Companies

** Includes Directorship in other public and private companies

**** ceased to be a Director w.e.f. 30th October, 2022 due to his resignation

^ Mr. Akshay Poddar is the son of Mr. Saroj K. Poddar

^^ Re-appointed as Independent Director for a second term of 5 years w.e.f. 14th February, 2023

^^^ Ceased to be Independent Director w.e.f. 12th June, 2022 due to his demise

@ Shares held in individual capacity and as a trustee.

+ Appointed w.e.f. 29th May, 2022

*** Appointed w.e.f. 1st September, 2022

++ Appointed w.e.f. 5th November, 2022

Names of the Listed entities where the Director of the Company is Director on the Board of Listed Entities.

Name of Director	Name of the listed Entities where the Director of the Company is Director as on 31.03.2023	Category of Directorship of the listed Entities where the Director of the Company is Director as on 31.03.2023
Mr. Saroj Kumar Poddar	Chambal Fertilisers And Chemicals Limited Texmaco Infrastructure & Holdings Limited Texmaco Rail & Engineering Limited Zuari Industries Limited Paradeep Phosphates Limited	Non-Executive Chairman Non-Executive Chairman Executive Chairman Non-Executive Chairman Non-Executive Chairman
Mr. Akshay Poddar	Mangalore Chemicals & Fertilizers Limited Texmaco Rail & Engineering Limited Texmaco Infrastructure & Holdings Limited Adventz Securities Enterprises Limited	Non-Executive Chairman Non-Executive Director Non-Executive Director Non-Executive Director
Mr. Nitin M. Kantak	Mangalore Chemicals and Fertilisers Limited	Whole Time Director
Mr. Dipankar Chatterji	Nicco Parks & Resorts Ltd *Jagaran Microfin Private Limited Paradeep Phosphates Limited	Independent Director Independent Director Independent Director
Mr. Athar Shahab	Zuari Industries Limited Texmaco Infrastructure & Holdings Limited	Managing Director Non-Executive Director
Mrs. Reena Suraiya	-	-
Mr. Amandeep	-	-
Mr. Sanjeev Lall	-	-

*debt listed Company

3. Retirement of Directors by rotation and re-appointment:

Mr. Nitin M. Kantak retires by rotation and is eligible for re-appointment.

As per Section 152(6) of the Companies Act, 2013, a brief profile and information about Mr. Nitin M. Kantak is given below:

Mr. Nitin M. Kantak, aged 63 years, is a Chemical Engineer from the Institute of Chemical Technology (Formerly UDCT), Mumbai. He has over 40 years of experience in Nitrogenous and Phosphatic fertilizer industry in Plant Operations, Project Management & Commissioning, Process Engineering, and Technical Services. He started his career with Rashtriya

Chemicals and Fertilizers Ltd, Trombay, before moving to Zuari Agro Chemicals Ltd in October 1982. He worked in Zuari Agro Chemicals Limited from 1982 to 2014 in various capacities in Plant Operations. He was appointed as Vice President-Manufacturing & Unit Head of Paradeep Phosphates Ltd from December 2014 to August 2017. He was Chief Technical Officer for Adventz Group Fertilizer Business from September 2017 to January 2019. He has served as Chief Operating Officer of the Company from January 2019 before taking charge as Executive Director of the Company w.e.f 3rd September, 2020. Mr. Kantak was appointed as Director in Mangalore Chemicals and Fertilisers Limited w.e.f 1st January, 2022 and Whole Time Director w.e.f. 3rd November, 2022.

Names of the Companies in which Mr. Nitin M. Kantak is a Director as on 31st March, 2023:

Name of the Companies/ firms			
Sr. No	Public Limited Companies	Sr. No	Private Limited Companies
1	Zuari Management Services Limited	1	Zuari Iav Private Limited
2	Mangalore Chemicals and Fertilisers Limited		(formerly Zuari Indian Oiltanking Private Limited)
3	The Fertiliser Association of India		

4. The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board

Sr. No	Name of Director	Expertise in Specific Functional Areas
1	Mr. Saroj Kumar Poddar	Business Management
2	Mr. Nitin M. Kantak	Plant Operations, Project Management & Commissioning, Process Engineering, Procurement & General Management.
3	Mr. Akshay Poddar	Accounting and Finance, Leadership & Strategy
4	Mr. Dipankar Chatterji**	Chartered Accountant by profession and is an expert in the field of Finance, Taxation, Accounts and Laws
5	Mrs. Reena Suraiya	Risk Management and administrative skills, manages the investments in the Indian Financial Markets.
6	Mr. Amandeep^	Risk Management, Finance Skills, Business Management, Leadership Skills
7	Mr. Athar Shahab^^	Business Management, Project Finance, Advisory Investment, Project Management, General Management etc
8	Mr. Sanjeev Lall^^^	Entrepreneurial strategic leader and organization builder, Investment Banking, Corporate / Mid-market / SME Banking and Advisory Services, Commercial Banking, Corporate Credit Risk, Profit & Loss Management, Business Leadership and Strategic Planning.

** Re-appointed w.e.f. 14th February, 2023

^ Appointed w.e.f. 29th May, 2022

^^ Appointed w.e.f. 5th November, 2022

^^^ Appointed w.e.f. 1st September, 2022

5. Confirmation as regards Independence of Independent Directors

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and are independent of the management. During the year under review, there were no resignations of the Independent Directors before the expiry of their term.

The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013.

6. Board Agenda:

The Board meetings are scheduled well in advance and the Board members are generally given at least 7 days' notice prior to the meeting date. All major items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to take informed decisions.

7. Formal letter of appointment to Independent Directors:

The Company issued a formal letter of appointment to all Independent Directors at the time of appointment in accordance with the provisions of the Companies Act, 2013 and Listing Regulations. The terms and conditions of appointment of Independent Directors is uploaded on the Company's website.

8. Annual Performance evaluation:

Pursuant to the provisions contained in Companies Act, 2013 and Schedule IV (Section 149(8)) of the Companies Act, 2013, the Annual performance evaluation has been carried out of all

the Directors, the Board, Chairman of the Board and the working of all the Committees.

The performance evaluation of the Board of Directors was carried out based on the detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings, etc. Similarly, the evaluation of Directors was carried out on the basis of questionnaire containing criteria such as level of participation by individual directors, independent judgement by the director, understanding of the Company's business, etc.

The performance evaluation of the Board and the Committees was done by all the Directors. The performance evaluation of the Independent Directors was carried out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman, Executive Director, and Non-Executive Directors was carried out by all the Independent Directors. The Directors expressed their satisfaction over the entire evaluation process.

9. Independent Directors' Familiarization Programme:

The Company in compliance with Regulation 25(7) of SEBI (LODR) Regulations, 2015 had organized a familiarization programme on 31st March, 2023 to familiarize the Independent Directors with the Company, their roles, and responsibilities. The Independent Directors are given detailed presentation on the operations of the Company on quarterly basis at the meetings of the Board/Committees. The details of the familiarization programme has been disclosed on the Company's website. The weblink for accessing the familiarization programme is http://www.zuari.in/investor/inv_familiarization_programme

10. Board Diversity Policy:

The Company in compliance with Regulation 19(4) of SEBI (LODR) Regulations, 2015 has formulated a policy on Board Diversity which sets out the framework to promote diversity on Company's Board of Directors. The Policy was recommended by Nomination and Remuneration Committee and approved by the Board.

11. Independent Directors' Meeting:

In compliance with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, 2015, during the year the Meeting of the Independent Directors was held on 1st February, 2023, without the attendance of Non-Independent Directors and members of the Management, inter alia, to discuss the following:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive Director and Non-Executive Directors; and
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

12. Board Committees

The Committees of the Board are as follows:

a) Audit Committee

The Audit Committee comprises three Independent Directors and one Non -Executive Director as on 31st March, 2023. The permanent invitees include Executive Director and Chief Financial Officer. The Company Secretary is the Secretary of the Committee. During the year, 8 meetings were held on 28th April, 2022, 29th May, 2022, 3rd August, 2022, 6th October, 2022, 5th November, 2022, 9th January, 2023, 1st February, 2023 & 31st March, 2023.

Terms of Reference

As per Regulation 18(3) of SEBI (LODR) Regulations, 2015 and Schedule II the terms of reference and role of the Audit Committee includes among other things, review of the Company's financial reporting process and its financial statements, review of the accounting and financial policies and practices, the internal control and internal audit systems (including review and approval of Internal Audit plan, appointment of Internal Auditors and review of internal audit reports), risk management policies and practices, review the functioning of the Whistle Blower mechanism, etc. The role also includes making recommendations to the Board, re-appointment of Statutory Auditors and fixation of audit fees.

Besides above, the additional terms of reference of Audit Committee as per the Companies Act, 2013 includes reviewing and monitoring auditor's independence and

performance, and effectiveness of audit process; examination of the financial statement and the auditor's report thereon; approval or any subsequent modification of transactions of the company with related parties; scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the company, wherever it is necessary.

The Composition of Committee & their attendance at the meetings are as follows:

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. Dipankar Chatterji	Chairman	Independent Director	8
Mr. N. Suresh Krishnan*	Member	Non-Executive Director	2
Mr. L.M. Chandrasekaran**	Member	Independent Director	1
Mrs. Reena Suraiya***	Member	Independent Director	7
Mr. Amandeep+	Member	Independent Director	6
Mr. Athar Shahab++	Member	Non-Executive Director	3

* ceased to be a member on 30th October, 2022 ** ceased to be a member due to his demise on 12th June, 2022 *** appointed w.e.f. 18th May, 2022 + appointed w.e.f. 29th June, 2022 ++ appointed w.e.f. 5th November, 2022

b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprised three Non-Executive Directors out of which two are Independent Directors as on 31st March, 2023. The Board has designated Mr. Manoj Dere, Company Secretary as Secretary of the Committee. The Committee met 5 times i.e. 29th May, 2022, 3rd August, 2022, 6th October, 2022, 5th November, 2022 & 1st February, 2023 during the financial year ended 31st March, 2023.

Terms of Reference:

The Board has constituted the Nomination & Remuneration Committee, as required under the Companies Act, 2013 and as per Regulation 19 of SEBI (LODR) Regulations, 2015. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Nomination & Remuneration Committee shall also formulate criteria for evaluation of Independent Directors and the Board and devise a policy on Board diversity. It shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and for removal.

The Composition of Committee & their attendance at the meetings are as follows:

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. Dipankar Chatterji	Chairman	Independent Director	5
Mr. Akshay Poddar	Member	Non – Executive Director	5
Mr. L.M. Chandrasekaran*	Member	Independent Director	-
Mr. Amandeep**	Member	Independent Director	4

* ceased to be a member due to his demise on 12th June, 2022

** appointed w.e.f. 29th June, 2022

Details of Remuneration to all the Directors for the year:

Payment of remuneration to the Executive Director was as recommended by the Nomination and Remuneration Committee and subsequently approved by the Board and the Shareholders of the Company. The remuneration comprises salary, incentives, bonus, performance incentives and others. The Company do not have pecuniary relationship or transactions with any non-executive directors during the financial year 2022-23.

The Non-Executive Directors of the Company were paid remuneration by way of sitting fees.

The details of sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and the Committees and remuneration paid to Executive Director during the financial year ended 31st March, 2023 are given below:

(₹ in lakhs)

Names of Director	Salary including bonus	Perquisites	Sitting Fees	Retirement benefits – (Leave encashment)	Total Remuneration
Mr. Nitin M. Kantak	53.02	4.28	NIL	2.98	60.29*
Mr. Saroj Kumar Poddar	NIL	NIL	4.80	NIL	NIL
Mr. Akshay Poddar	NIL	NIL	5.40	NIL	NIL
Mr. N. Suresh Krishnan **	NIL	NIL	2.25	NIL	NIL
Mr. Dipankar Chatterji	NIL	NIL	7.85	NIL	NIL
Mr. L.M. Chandrasekaran^^	NIL	NIL	0.90	NIL	NIL
Mrs. Reena Suraiya	NIL	NIL	6.40	NIL	NIL
Mr. Amandeep +	NIL	NIL	5.60	NIL	NIL
Mr. Sanjeev Lall ++	NIL	NIL	2.50	NIL	NIL
Mr. Athar Shahab +++	NIL	NIL	3.20	NIL	NIL

* from 01-04-22 to 30-11-2022.

** ceased to be a Director w.e.f. 30th October, 2022 due to his resignation

^^ Ceased to be Independent Director w.e.f. 12th June, 2022 due to his demise

+ Appointed w.e.f. 29th May, 2022

++ Appointed w.e.f. 1st September, 2022

+++ Appointed w.e.f. 5th November, 2022

No commission was paid Mr. Nitin M. Kantak during the financial year.

Mr. Nitin M. Kantak received sitting fees of Rs. 1.50 Lakhs from 1st April, 2022 to 3rd November, 2022 and remuneration of Rs. 60.70 Lakhs for the period from 1st December 2022 to 31st March 2023 from Mangalore Chemicals and Fertilizers Limited.

The term of re-appointment of Executive Director is 3 years w.e.f. 3rd September, 2023.

Notice period for termination of appointment is six months on either side. No severance pay is payable on termination of the appointment of Executive Director.

Pecuniary relationship of Directors:

During the financial year, none of the Directors of the Company had any material pecuniary relationship(s) or transaction(s) with the Company, its Promoters, its Senior management, its Subsidiaries or Associate Company, apart from the following:

- Remuneration paid to the Executive Director and Sitting Fees paid to the Non – Executive Directors;
 - Reimbursement of expenses incurred by the Directors in discharging their duties;
 - Mr. Saroj Kumar Poddar, Mr. Nitin M. Kantak and Mr. Akshay Poddar are holding equity shares of the Company, details of which are given in this Report.
- c) Stakeholders' Relationship Committee:**

Stakeholders' Relationship Committee comprised of one Independent Director, one Non- Executive Director and one Executive Director as on 31st March, 2023. The Board has designated Mr. Manoj Dere, Company Secretary as the Compliance Officer. The Committee met once i.e. on 1st February, 2023 during the financial year ended 31st March, 2023.

Terms of Reference:

The Board has constituted Stakeholders' Relationship Committee as required under Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015, which oversees the performance of the share transfer work and recommends measures to improve the level of investor services. In addition, the Committee looks into investors' grievances such as non-receipt of dividend, Annual Reports and other complaints related to share transfers etc.

There were three complaints received from the shareholders during the year, out of which two were addressed and one was outstanding as on 31st March, 2023 and the same was resolved on 1st April, 2023.

The attendance of the members at the meeting is as follows: -

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. N. Suresh Krishnan*	Chairman	Non-Executive Director	-
Mr. Nitin M. Kantak	Member	Executive Director	1
Mrs. Reena Suraiya	Member	Independent Director	1
Mr. Athar Shahab**	Chairman	Non-Executive Director	1

* ceased to be a member on 30th October, 2022 ** appointed as Chairman w.e.f. 5th November, 2022

d) Corporate Social Responsibility (CSR) Committee:

The Board of Directors has constituted a CSR Committee and also approved the CSR Policy. CSR Committee comprised of Executive Director, one Independent Director and one Non-Executive Director as on 31st March, 2023. The Board has designated Mr. Manoj Dere, Company Secretary as Secretary of the Committee.

Terms of reference:

- The Corporate Social Responsibility Committee shall meet at once in a financial year
- The quorum for the meetings shall be at least 2 members
- The Committee shall recommend the amount of expenditure to be incurred on the CSR activities on an annual basis
- The Committee shall monitor & recommend to the Board changes to the Corporate Social Responsibility Policy from time to time.
- The Company Secretary shall act as the secretary to the Corporate Social Responsibility Committee.

During the year under review, 1 meeting of the Committee was held on 29th May, 2022. The Composition of Committee & their attendance at the meetings are as follows:

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. L.M. Chandrasekaran*	Chairman	Independent Director	-
Mr. N. Suresh Krishnan**	Member	Non-Executive Director	1
Mr. Akshay Poddar	Member	Non-Executive Director	-
Mr. Nitin M. Kantak	Member	Executive Director	1
Mr. Amandeep***	Chairman	Independent Director	-

* ceased to be a director w.e.f. 12th June, 2022 due to his demise

** Ceased to be member with effect from 29th June, 2022

*** appointed as Chairman w.e.f. 29th June, 2022

e) Risk Management Committee:

The Company has constituted a Risk Management Committee with the objective to monitor and review the risk management plan for the Company including identification therein of elements of risks, if any, which may threaten the existence of the Company and such other functions.

The role of Risk Management Committee is to formulate a detailed risk management policy, to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company; to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems, to periodically review the risk management policy, at least once in two years, to keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken. During the year under review, 2 meetings of the Committee were held on 3rd August, 2022 and 27th January, 2023.

The Risk Management Committee consists of the following members:

Names of the members	Status	Nature of Directorships	No. of meetings attended
Mr. Nitin M. Kantak	Chairman	Executive Director	2
Mr. N. Suresh Krishnan*	Member	Non-Executive Director	1
Mr. Akshay Poddar	Member	Non-Executive Director	1
Mr. L.M. Chandrasekaran**	Member	Independent Director	-
Mr. Dipankar Chatterji+	Member	Independent Director	2
Mr. Athar Shahab++	Member	Non-Executive Director	1

* ceased to be a member on 30th October, 2022 ** ceased to be a member upon his demise on 12th June, 2022 +appointed w.e.f. 29th June, 2022 ++ appointed w.e.f. 5th November, 2022

f) Other Committees

Apart from the above stated Board Committees, the Board has also constituted the Committee of Directors for Banking and Finance. The Committee meetings are held as and when the need arises and at such intervals as may be expedient.

13. Annual General Meetings:**a) Details of the previous three Annual General Meetings (AGM) are as follows:**

Year	Location	Date	Time	Particulars of Special Resolution passed
2021-22	Through VC	12-09-2022	3.00 P.M.	1. Appointment of Mr. Sanjeev Lall (DIN: 08740906) as an Independent Director of the Company
2020-21	Through VC	17-09-2021	4.00 P.M.	1. Waiver of recovery of excess remuneration paid to Mr. Sunil Sethy for the financial year 2020-21
2019-20	Through VC	14-09-2020	11.00 A.M.	1. Continuation of directorship of Mr. Saroj Kumar Poddar as Non-Executive Director of the Company. 2. Amendment to the Memorandum of Association of the Company. 3. Appointment and Remuneration of Mr. Nitin M. Kantak as Executive Director in the category of Whole Time Director.

b) Details of the Special Resolutions passed through Postal Ballot during the financial year 2022-23:

Brief procedure for postal Ballot	Postal Ballot conducted as per Section 110 of the Companies Act, 2013 and Companies (Management and Administration) rules, 2014.	Postal Ballot conducted as per Section 110 of the Companies Act, 2013 and Companies (Management and Administration) rules, 2014.
Type of meeting	Postal Ballot	Postal Ballot
Date of Postal Ballot Notice	1st February, 2023	29th May, 2022
Item of Special Resolution passed through the Postal Ballot	Special Resolution for Re-appointment of Mr. Dipankar Chatterji (DIN: 00031256) as a Non-Executive and Independent Director of the Company	Special Resolution for appointment of Mr. Amandeep (DIN: 00226905) as a Non-Executive and Independent Director of the Company
Details of voting pattern	Votes in favour: 2,79,19,076 (99.99) Votes against: 1,551 (0.01%) Invalid votes : 0	Votes in favour: 2,78,25,197 (99.99) Votes against: 3,571 (0.01%) Invalid votes : 0
Name of Scrutinizer for conducting Postal Ballot	Mr. Shivaram Bhat, Practicing Company Secretary	Mr. Shivaram Bhat, Practicing Company Secretary
Date of declaration of result and date of approval	24th March, 2023 and 23rd March, 2023	1st August, 2022 and 31st July, 2022

c) Details of the Special Resolution proposed to be conducted through Postal Ballot - None.**14. Means of communication****a. Quarterly Results:**

Quarterly results are published in one English National Daily and Local Daily, published in the language of the region where the registered office of the company is located.

- b. Website on which the results are displayed: www.zuari.in
- c. The Company has disclosed official news-releases on its website.
- d. During the year, the Company has not made any Presentations to institutional investors and analysts.

15. Code of Conduct for Directors and Senior Executives:

The Company has adopted a Code of Conduct for the Directors and Senior Executives of the Company. The code promotes

conducting business in an ethical, efficient and transparent manner so as to meet its obligations to its shareholders and all other stakeholders. The code has set out a broad policy for one's conduct in dealing with the Company, fellow Directors and employees and the external environment in which the Company operates.

The declaration given by the Executive Director of the Company with respect to the affirmation of compliance of the code by the Board of Directors and Senior Executives of the Company is enclosed as **Annexure 'C'** to this report.

16. Code of Conduct for prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in securities of the Company, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board has designated Company Secretary, as the Compliance Officer to monitor compliance of aforesaid Regulations.

17. General Shareholders Information:**a) Annual General Meeting :**

The Annual General Meeting of the Company will be held on Wednesday, 27th September, 2023 at 3.00 P.M. (IST) through Video Conferencing mode.

b) Financial Year: 1st April to 31st March**c) Financial calendar (Tentative):**

Financial Period	Declaration of Financial Results
Results for the quarter ended 30th June, 2023	Within 45 days of the end of the quarter or such prescribed period
Results for the half-year ended 30th September, 2023	Within 45 days of the end of the quarter or such prescribed period
Results for the quarter ended 31st December, 2023	Within 45 days of the end of the quarter or such prescribed period
Audited Annual Results 2023-24	Within 60 days of the end of the quarter/ financial year or such prescribed period

d) Date of book closure: N.A**e) Dividend payment date: No dividend is proposed for the financial year 2022-23.****f) Management Discussion and Analysis forms part of this Report as Annexure 'E'****g) Listing on Stock Exchanges: Company's shares are presently listed on:**

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI – 400 001

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), MUMBAI – 400 051

The Company has paid the annual listing fees to the stock Exchanges for the Financial Year 2022-23.

Stock Code:

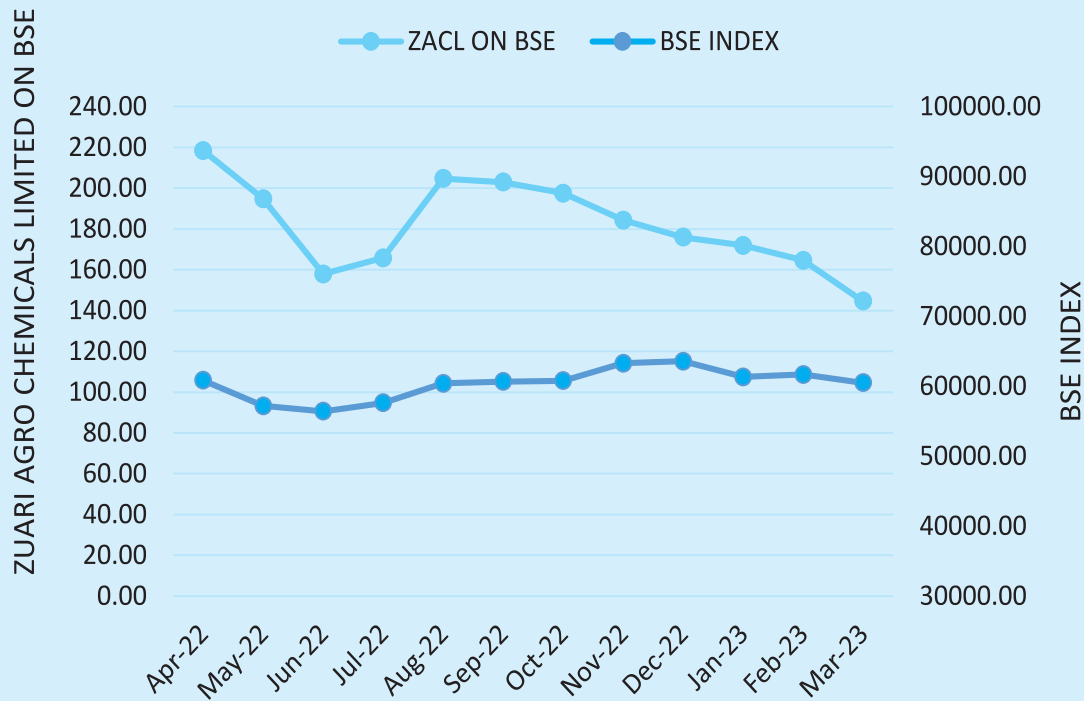
BSE Limited, Mumbai: 534742
The National Stock Exchange of India Limited, Mumbai: ZUARI
International Standard Identification Number (ISIN): INE840M01016

h) Market Place Data:**High/Low share prices at BSE & NSE during each month for the period 1st April, 2022 to 31st March, 2023:**

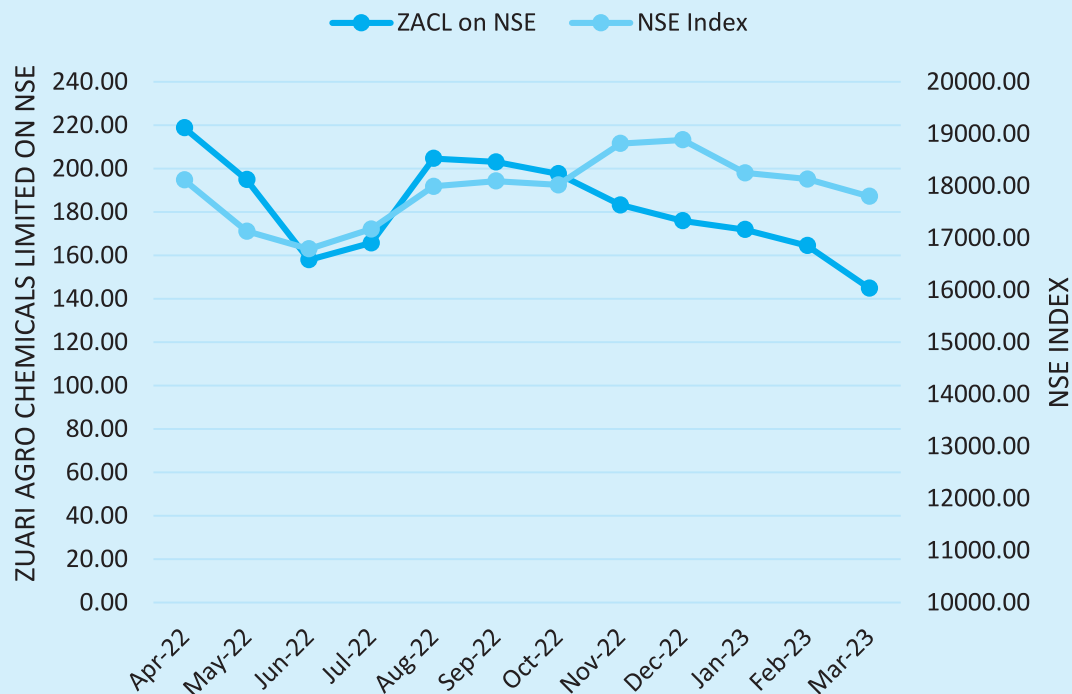
Month	ZACL on BSE		BSE Index- S & P Sensex	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2022	218.40	133.75	60845.10	56009.07
May, 2022	194.75	135.00	57184.21	52632.48
June, 2022	157.95	132.65	56432.65	50921.22
July, 2022	165.80	138.45	57619.27	52094.25
August, 2022	204.70	151.75	60411.20	57367.47
September, 2022	203.00	157.25	60676.12	56147.23
October, 2022	197.55	160.05	60786.70	56683.40
November, 2022	184.35	152.45	63303.01	60425.47
December, 2022	176.00	139.35	63583.07	59754.10
January, 2023	171.90	138.00	61343.96	58699.20
February, 2023	164.65	130.05	61682.25	58795.97
March, 2023	144.65	116.15	60498.48	57084.91

Month	ZACL on NSE		NSE Index- Nifty 50	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2022	218.85	134.00	18114.65	16824.70
May, 2022	195.00	134.85	17132.85	15735.75
June, 2022	158.00	133.00	16793.85	15183.40
July, 2022	165.80	136.95	17172.80	15511.05
August, 2022	204.70	151.40	17992.20	17154.80
September, 2022	203.15	157.55	18096.15	16747.70
October, 2022	197.65	168.35	18022.80	16855.55
November, 2022	183.25	152.20	18816.05	17959.20
December, 2022	175.95	138.95	18887.60	17774.25
January, 2023	171.90	138.00	18251.95	17405.55
February, 2023	164.50	130.05	18134.75	17255.20
March, 2023	144.90	116.00	17799.95	16828.35

STOCK PERFORMANCE ON BSE



STOCK PERFORMANCE ON NSE



i) Shareholding as on 31st March, 2023:

a) The distribution of shareholding as on 31st March, 2023 :

No. of shares	No. of shareholders	% of shareholders
Upto 500	28947	91.37
501 – 1000	1340	4.23
1001- 2000	655	2.07
2001 – 3000	221	0.70
3001 – 4000	122	0.39
4001 – 5000	86	0.27
5001 – 10000	162	0.51
10001 and above	149	0.47
	31682	100.00

b) Shareholding Pattern as on 31st March, 2023:

Category	No. of shares held	% shareholding
Promoters/Promoters Group	27454960	65.28
Banks/Financial Institutions/ Insurance Companies/Non Nationalised banks	37985	0.09
Foreign Portfolio Investors	475695	1.13
Mutual Funds	381818	0.91
NRIs	186063	0.44
Foreign Nationals	3	-
Bodies Corporate	2423693	5.76
Investor Education Protection Fund	131898	0.31
Central Govt.	300	0.00
Resident Individuals	9770576	23.23
Others	1195015	2.84
TOTAL	4,20,58,006	100.00

j) The securities of the Company were not suspended from trading during the year.

k) The Company has not issued GDRs/ADRs/Warrants or convertible instruments during the financial year.

l) Commodity price risk or foreign exchange risk and hedging activities:

As the Company is not engaged in business of commodities which are traded in recognized commodity exchanges, commodity risk is not applicable. Foreign Currency Exchange risk is hedged in accordance with the Policy formulated by the Company for that purpose and periodical update is given to the Board on a quarterly basis.

m) Dematerialization of shares and liquidity:

4,18,93,855 equity shares (99.61%) have been dematerialized as on 31st March, 2023.

n) Share Transfer System

Pursuant to the provisions of Regulation 40 of the SEBI Listing Regulations, 2015, securities can be transferred only in dematerialized form. Members are requested to convert their physical holdings into demat form and may write to the Company's RTA at rnt.helpdesk@linkintime.co.in Shareholders' requests for issue of letter of confirmation for transmission / issue of duplicate certificates and other related matters are handled by RTA and are effected within the stipulated timelines, if all the documents are valid and in order.

The Company obtains yearly certificate from a Company Secretary in Practice confirming the issue of share certificates for sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the SEBI Listing Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by RTA registered with the Securities and Exchange Board of India is also submitted to the Stock Exchanges on a yearly basis.

Members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned Depository Participants. Member can contact RTA for assistance in this regard.

o) The Address for correspondence is :

Registrar and Share Transfer Agent:**Link Intime India Private Limited**

C-101, 247 Park,

LBS Marg, Vikhroli West

Mumbai 400 083

Tel: 022 – 49186000

Fax: 022 – 49186060

Email: rnt.helpdesk@linkintime.co.inWebsite: <https://linkintime.co.in/>**Company's Address:****Zuari Agro Chemicals Limited**

Jai Kisaan Bhawan,

Zuarinagar, Goa- 403 726.

Tel: 91-0832-2592180

E-mail: shares@adventz.com and/orinvestor.relations@adventz.comWebsite: www.zuari.in

The Company maintains an exclusive email id: investor.relations@adventz.com to redress the Investor's Grievances as required under Regulation 13 of SEBI (LODR) Regulations, 2015. The correspondence received under this e-mail id is monitored and addressed on a daily basis.

p) Plant Location:

SSP Fertiliser plant, K-2/5 & K-2/6. MIDC, Mahad, Raigad-402302

q) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor M/s. K P Rao & Co., for FY 2022-23 and all entities in the network firm/network entity of which the statutory auditor is a part:**Fees paid by the Company to M/s. K.P. Rao & Co.**

Particulars	Fee (Rs. In Lakhs)
As statutory auditors	
Audit Fees	8.50
Tax Audit Fees	3.50
Limited Review fees	2.31
In other capacity	
Certification fees etc.	5.00
Other including reimbursement of expenses	0.35
Total	19.66

Fees paid by Zuari Farmhub Limited to M/s. K. P. Rao & Co.

Particulars	Fee (Rs. In Lakhs)
Statutory audit fee	4.50
Limited Review Fees	1.50
Total	6.00

r) Disclosure as per Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no complaints/cases filed/pending under the Act with the Company during the financial year.

s) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is enclosed as Annexure 'D'.**t) The board had accepted all recommendation of various committee of the board in the relevant financial year.****u) Details of utilization of funds raised through preferential allotment or qualified institutions placement under Regulation 32(7A) of SEBI (LODR) Regulations, 2015**

The Company has not raised any funds through preferential allotment or qualified institutions placements.

v) Loans and advances given by the Company and its subsidiaries in the nature of loans to firms/companies in which directors are interested by name and amount:

The Company has provided Inter Corporate Deposit of AED 60,000 to its wholly owned subsidiary, Adventz Trading DMCC during the financial year 2022-23. As on 31st March, 2023, pursuant to the approval of the Board, total ICDs aggregating to AED 10,25,000 has been written-off subject to the approval of Reserve Bank of India and such other authorities as may be required.

w) Credit Rating:

During the financial year, based on the request of the Company, ICRA Limited has withdrawn the long-term rating [ICRA] B & rating on watch with developing implications (pronounced ICRA B) and short-term rating [ICRA] A4 (Pronounced ICRA A four) assigned to Rs. 3,526.00 crores Bank Facilities of the Company as there was no amount outstanding against the aforesaid rated instrument.

x) Details of material subsidiary of listed entity including date and place of incorporation and name & date of appointment of statutory auditor of such subsidiary:

Name of the material subsidiary	Zuari Farmhub Limited (ZFL)	Mangalore Chemicals & Fertilisers Limited (MCFL)
Date and place of incorporation	11th November, 2019, Goa	18th July, 1966 Bengaluru
Name of the statutory auditor and date of appointment	M/s. K.P. Rao & Co., FRN No. 003135S were appointed at the 1st Annual General Meeting (AGM) of the ZFL held on 29th September, 2020 to hold office from the conclusion of the 1st AGM till conclusion of 6th AGM.	M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (FRN: 003990S/S200018) were appointed at the 55th AGM of MCFL held on 13th September, 2022 to hold office from the conclusion of the 55th AGM till conclusion of 60th AGM.

y) Disclosures w.r.t. Demat Suspense Account /Unclaimed Suspense Account:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – 319 shareholders holding 14481 equity shares

Number of shareholders who approached listed entity for transfer of shares from suspense account during the year- 3 shareholders holding 170 equity shares

Number of shareholders to whom shares were transferred from suspense account during the year – 1 shareholder holding 70 equity shares

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year- 318 shareholders holding 14411 equity shares

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares - YES

z) Other Disclosures:

No transaction of material nature has been entered into by the Company with its Promoters, Directors or the Management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of the Company. All transactions entered by the Company with its related parties during the Financial Year 2022-23 were on an arm's length basis. The disclosure of material related party transactions u/s 188 of the Companies Act, 2013 and as per Reg 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in Form AOC-2 is enclosed as 'Annexure-K' of the Directors Report and notes to financial statements. The Board has approved a policy for related party transactions which can be accessed at the Company's website.: <http://www.zuari.in/assets/files/corporate-governance/Related-Party-Transactions-Policy-02022022n.pdf>

- i. The Company has complied with the requirements of the Stock Exchanges/ SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by these Authorities.
- ii. The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Company has also adopted

Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

- iii. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimisation of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee. Weblink for the policy: <http://www.zuari.in/assets/files/corporate-governance/Whistle-Blower-Policy-08.02.2019n.pdf>
- iv. The Company has a policy for determining 'material' subsidiary and is disclosed on the website. The weblink for the same is: <http://www.zuari.in/assets/files/corporate-governance/Subsidiary-Policy-02022022n.pdf>
- v. The Company has Related Party Transaction Policy which is available on the website of the Company. The weblink for the same is: <http://www.zuari.in/assets/files/corporate-governance/Related-Party-Transactions-Policy-02022022n.pdf>

aa) Non mandatory Requirement:

The Company has complied with the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also following non mandatory requirements viz. Internal Auditor reports directly to the Audit Committee.

ANNEXURE 'B' TO THE BOARD'S REPORT

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY ZUARI AGRO CHEMICALS LIMITED

To the members of **ZUARI AGRO CHEMICALS LIMITED**

I have examined the compliance with conditions of Corporate Governance by ZUARI AGRO CHEMICALS LIMITED (the Company) under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") for the year ended 31st March 2023.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the LODR Regulations. This Certificate is issued pursuant to the requirements of Schedule V (E) of the LODR Regulations.

The compliance with conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures adopted and implementation thereof, by the Company for ensuring compliance with the condition of Corporate Governance under LODR Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Panaji, Goa
Date : 9th August, 2023

Shivaram Bhat
Practicing Company Secretary
ACS 10454, CP 7853, PR 1775/2022
UDIN: A010454E000772974

ANNEXURE 'C' TO THE BOARD'S REPORT

DECLARATION BY THE EXECUTIVE DIRECTOR

Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Nitin M. Kantak, Executive Director of Zuari Agro Chemicals Limited, declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the year 2022-23.

Date : 9th August, 2023

Nitin M. Kantak
Executive Director
DIN: 08029847

ANNEXURE 'D' TO THE BOARD'S REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Zuari Agro Chemicals Limited
Jai Kisaan Bhawan, Zuarinagar, Goa

I have examined the relevant registers, records, forms, returns and disclosures received from Directors of **Zuari Agro Chemicals Limited** having CIN L65910GA2009PLC006177 and having registered office at Jai Kisaan Bhawan, Zuarinagar, Goa (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Saroj Kumar Poddar	00008654	20/05/2011
2	Mr. Akshay Poddar	00008686	14/11/2011
3	Mrs. Reena Suraiya	01824778	24/06/2021
4	Mr. Dipankar Chatterji	00031256	14/02/2020
5	Mr. Nitin M. Katak	08029847	03/09/2020
6	Mr. Amandeep	00226905	29/05/2022
7	Mr. Athar Shahab	01824891	05/11/2022
8	Mr. Sanjeev Lall	08740906	01/09/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Panaji, Goa
Date : 9th August, 2023

Shivaram Bhat
Practicing Company Secretary
ACS 10454, CP 7853, PR 1775/2022
UDIN: A010454E000772941

ANNEXURE 'E' TO THE BOARD'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

The Board of Directors is pleased to present the business analysis and outlook of Zuari Agro Chemicals Limited (ZACL) based on the current government policies and market conditions.

ZACL, currently is in business of manufacturing and marketing of Single Super Phosphate (SSP) fertilizers from its manufacturing facility of 200,000 MT Granulated SSP at MIDC, Mahad, in the State of Maharashtra. The Company caters to the demand of the farmers, through its "Jai Kisaan" brand of Fertilizers.

Industry Overview

Fertilizer Market Size surpassed USD 190 billion in 2020 and will grow at a CAGR of 2.6% from 2022 to 2030. Growing population followed by changing dietary habits in developed as well as developing nations to contribute the growth of fertilizer industry over the coming years. The market size is projected to reach 545,346.5 Kilo Tons while recording a CAGR of 2.4% in terms of volume.



According to the United Nations, by 2050, the world population will have surpassed nine billion people. This will put a lot of pressure on the agricultural business, which is already suffering from a loss of productivity due to manpower shortages and the shrinkage of agricultural fields as a result of rapid urbanization. According to the Food and Agriculture Organization, more than 70% of the world's population will live in cities by 2050. Farmers are being forced to use fertilizers to enhance their agricultural output due to a loss of arable land across the globe.

Asia Pacific to be the most lucrative region

Asia Pacific dominates the fertilizer market and will witness around 2.5% CAGR over the forecast timeframe. Growing population followed by increasing demand for enhanced food production in

China, India, Pakistan, Vietnam, and Bangladesh is expected to increase fertilizer market concentration in coming years. Several countries in the region are major exporters of agricultural products all over the world. Furthermore, an increase in foreign direct investment and government subsidies in the fertilizer sector will boost regional product demand.

India SSP Market: Overview

- Single Super Phosphate (SSP) is primarily used to enhance the productivity of the soil. SSP is a straight phosphatic multi-nutrient fertilizer that contains 16% citrate soluble and 14.5% water soluble P₂O₅, 12% sulphur, and 21% calcium.
- It exhibits excellent phosphorus replenishing ability in soil. SSP is highly preferred by farmers due to its excellent ability to impart sulphur and phosphorus than other fertilizers. SSP is produced by reacting phosphate rock with sulfuric acid.
- SSP is primarily used in the agriculture sector in India to enhance the quality of soil and crop production.
- According to Transparency Market Research's latest research report on the SSP market in India for the forecast period 2020 to 2030, rise in usage of SSP in the agriculture sector is a key factor that is expected to boost the SSP market in India during the forecast period.
- In terms of revenue, the SSP market in India is estimated to surpass US\$ 900 Mn by 2030, expanding at a CAGR of 6% during the forecast period.

Companies in the India SSP market are using rock phosphate (RP) to innovate in fertilizers. This explains why the market is estimated to grow from an output of ~4,328 kilo tons in 2020 to reach ~7,270 kilo tons by 2030. Thus, rock phosphate is emerging as an efficient and economical compound for SSP production.



Rise in Applications of SSP in Cereals & Grains

Based on application, the cereals & grains segment accounted for major share of the SSP market in India. The segment is expected to maintain its dominance during the forecast period, owing to large production of cereals and grain in India.

SSP is a sulphur containing fertilizer that is essential for oil seed & pulses. The Government of India is striving to increase oilseed/pulses production to avoid import of these two commodities, which may continue for another 20 to 30 years. Therefore, SSP is anticipated to be used widely in oilseed & pulses application in the near future.

SSP is more suited for crops such as oilseeds, pulses, horticulture, vegetables, sugarcane and paddy. SSP fertilizer is primarily used to improve root growth and chlorophyll synthesis. Thus, it improves product quality.

Fertilizer Subsidy

For 2023-24, Rs 1,75,103 crore was budgeted for fertiliser subsidies 22% less than the revised estimates of 2022-23. However, the subsidy for 2023-24 is 66% greater than the budget estimates for 2022-23.

In 2022-23, Rs 1,05,222 crore was budgeted for fertiliser subsidies, which increased to Rs 2,25,222 crore (114% increase) at the revised stage. In November 2022, the central government increased the subsidy rates for nutrient-based fertilisers for the Rabi season 2022-23 (1st October, 2022 to 31st March, 2023). The increase was mainly on account of increased subsidy to indigenous urea, which was driven by an increase in international prices of fertilisers. The union cabinet on Wednesday, 17th May, 2023, approved a subsidy of Rs 1.08 lakh crore for fertilizers for the Kharif season (April – September 2023). It has approved a subsidy of Rs 70,000 crore for urea and Rs 38,000 crore for Di-ammonium Phosphate (DAP) and other fertilizers.

Allocation towards fertiliser subsidy (in Rs Crores)

Subsidy	Budgeted Estimates 22-23	Revised Estimates 22-23	Budgeted Estimates 23-24	% change (Revised Estimates 22-23 over Budgeted Estimates 23-24)
Urea Subsidy	63,222	1,54,098	1,31,100	-15%
Nutrient based subsidy	42,000	71,122	44,000	-38%
Total Subsidies	1,05,222	2,25,222	1,75,103	-22%
Of which imports	37,390	67,927	49,500	73%

Sources: Demand for Grants 2023-24, Ministry of Chemicals and Fertilisers; PRS

I. Opportunities and Threat

Government of India's initiative of "Make in India" is going to help SSP industries to prosper in near future as this is expected to lead to more receptive policy. We have a strong brand of Jaikisaan Super 16 in our core marketing area of Maharashtra and Northern Karnataka along with wide market network to develop this business.

Large number of small players in unorganized sector leads to pricing pressure and lower quality product from such players.

However, Government has announced that from April 2024 onwards, manufacturers producing SSP of 1 Lakh ton and above would be eligible for product subsidy. Also certain other measures announced like automation in raw material mixing for better product quality is further expected to raise the entry barrier for unorganized sector. These measures are expected to lead to better prospects for organized players.

II. Segment wise or product wise performance

The product wise & state wise sales for 2022-23 are as below.

SSP-Granular: 77886 MT, SSP-Powdered: 12288 MT,

Total: 90174 MT.

Maharashtra: 75640 MT, Karnataka: 14534 MT.

III. Outlook

The sales plan for 2023-24 is 1.25 lakh MT. (103407MT Granular & 21864 MT Powdered). The product will be sold in Maharashtra & northern Karnataka.

IV. Risk and concern

Delay in receipt of subsidy payments from Government leads to pressure on working capital management. Freight subsidy approved for three months in 2022-23 has not been continued from January, 2023 and also not announced for FY 2023-24.

V. Internal control system and their adequacy

The Company has adequate systems of internal control in place, which are commensurate with its size and the nature of its operations. These are designed to provide reasonable assurance with respect to maintaining reliable financial and operational information, complying with applicable statutes, executing transactions with proper authorization coupled with ensuring compliance of corporate policies through documented Standard Operating Procedures (SOP) and Limits of Financial Authority Manual (LOAM). These documents are reviewed and updated on an ongoing basis to improve the internal control system and operational efficiency. The Company uses a state of the art ERP (SAP S/4 HANA -high performance analytic appliance) system and GRC software, which have higher controls in place.

In addition, Internal Auditor reviews the internal control measures on an ongoing basis, whose reports are reviewed by the Audit Committee on a regular basis.

VI. Discussion of financial performance with respect to operational performance.

The revenue from continued operations (Standalone) for the year ended 31st March, 2023 is Rs. 16,500.34 Lakhs and discontinued operations is Rs. 27,883.04 Lakhs as compared to previous year ended 31st March, 2022 continued operations of Rs. 8,301.07 Lakhs and discontinued operations of Rs. 2,51,139.71 Lakhs.

The profit before tax for the year ended 31st March, 2023 from continuing operations was Rs. 38,667.06 Lakhs and loss before tax from discontinued operations was Rs. 1,521.52 Lakhs as compared to loss from continued operations of Rs. 7,776.16 Lakhs and from discontinued operations was Rs. 452.75 Lakhs for the previous year. The profit after Tax from continuing and discontinuing operations stood at Rs. 29,386.37 Lakhs for the year ended 31st March, 2023 as compared to loss of Rs. 8,345.08 Lakhs for the previous year.

The Company's EBIDTA before exceptional item from continuing operations for financial year 2022-23 is Rs.4,711.45 Lakhs and from discontinuing operations is Rs. 282.08 Lakhs as against previous year ended 31st March, 2022 Continued operations was Rs.4,200.11 Lakhs, discontinued operations was Rs. 11,120.50 Crores. The Finance Costs (Continue and Discontinue) operation for 2022-23 was Rs.11,838.15 Lakhs as against Rs. 23,196.48 Lakhs in 2021-22. During the year the Company's other income continued and discontinued stood at Rs.7,999.06 Lakhs as against Rs. 6,334.42 lakh in the previous year.

VII. The Performance of own manufactured fertilizers & other Agri Products:

Own Manufacturing Fertilizers and other Agri Inputs		
Particulars	2022-23	2021-22
*Urea Sales- (MT)	46,674.00	4,30,369.00
*Di-Ammonium phosphates Sales -(MT)	8.00	10,056.00
*Other Complex Fertilizers Sales- (MT)	187.07	1,75,753.00
Single Super Phosphate Sales- (MT)	90,173.90	31,937.00
*Urea Production- (MT)	38,203.00	4,33,876.00
*Di-Ammonium phosphates Production -(MT)	-	10,050.00
*Other Complex Fertilizers Production- (MT)	42,816.00	1,56,444.00
Single Super Phosphate Production- (MT)	1,00,029.00	31,976.00
Performance		
Sale of Single Super Phosphate (Rs. In Crores)	146.02	43.28

* Pursuant to execution of the Business Transfer Agreement (BTA) dated 1st March, 2021 between the Company and Paradeep Phosphates Limited (PPL), the Company sold its fertilizer plant at Goa along with associated business to Paradeep Phosphates Limited by way of slump sale which consummated with effect from 1st June, 2022.

VIII. Material development in human resource/ industrial relation front including no of people employed

The overall Industrial Relations situation has been cordial. The HR Policies have been reviewed keeping in mind the business needs. The Company under the 'Adventz Excellence Awards' granted excellence awards to the Adventz family members who have excelled in both Sports & Academics. The Company has 35 employees as on 31st March, 2023.

IX) Enterprise Risk Management (ERM):

The Risk Management Committee of the Board has approved a Risk Management Policy which has been formulated in accordance with the provisions of the Companies Act, 2013 and Regulation 21 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Company's ERM framework encompasses practices relating to identification, assessment, monitoring and mitigation of strategic, operational, financial and compliance related risks.

The coverage includes both internal and external factors. The risks identified are prioritized based on their potential impact and likelihood of occurrence. Risk register and internal audit findings also provide input for risk identification and assessment. The prioritised risk along with the mitigation plan are discussed with the Risk Management Committee on periodic basis.

The Company has, during the year internally conducted the Risk Assessment exercise for reviewing the existing processes of identifying, assessing and prioritised risks and same are being reviewed for adherence periodically.

The Risk Management Committee shall periodically review the risks and report to the Board of Directors from time to time.

X. Details of Significant Changes in Key Financial Ratios, along with detailed explanations

Sr. No.	Profitability Ratios	31st March, 2023	31st March, 2022	Variation %	Reason in Variation
I	Interest Coverage Ratio (EBIT*/Interest (Cost))	4.85	0.62	682.81	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.
II	Operating Profit Margin (%) (EBITDA**/Revenue)	19.33%	5.39%	429.75	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.
III	Net Profit Margin (%) (Profit After tax/Revenue)	187.32%	-3.24%	5881.35	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.

Sr. No.	Balance Sheet Ratios	31st March, 2023	31st March, 2022	Variation %	Reason in Variation
IV	Debtors Turnover (Debtors/Revenue*365)	59.38	77.23	23.11	During the year major undertaking of the Company is transferred on slump sale basis and current year ratios not comparable with previous year ratios
V	Inventory Turnover (COGS/Average Inventory*365)	85.80	19.82	332.88	During the year major undertaking of the company is transferred on slump sale basis and current year ratios not comparable with previous year ratio.
VI	Current Ratio (Current Assets/Current Liabilities)	0.16	0.31	47.98	During the year major undertaking of the company is transferred on slump sale basis and current year ratios not comparable with previous year ratio.
VII	Debt Equity Ratio (Debt/Equity)	3.86	-8.22	159.01	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.
VIII	Return on Net Worth (Profit after tax/Net Worth)	32.71	-0.56	-5941.63	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.

* EBIT stands for earnings before interest (both interest cost and interest income) and taxes.

** EBITDA stands for earnings before interest(both interest cost and interest income), taxes, depreciation and amortization.

ANNEXURE 'F' TO THE BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Zuari Agro Chemicals Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa-403726

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zuari Agro Chemicals Limited** (herein after called as the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2023 (hereinafter referred to as the "Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign / Overseas Direct Investment (provisions of external commercial borrowing are not applicable to the Company during the Audit Period);

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period);
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the audit period);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period).
- vi. The following laws and Regulations applicable specifically to the Company (as per the representations made by the Company) viz.,
 - a) Essential Commodities Act, 1955;
 - b) Fertilizer (Control) Order, 1985 and Fertilizer (Movement Control) Order, 1973;
 - c) Explosives Act, 1884;
 - d) Static and Mobile Pressure Vessels (Unfired) Rules, 1981; and
 - e) The Legal Metrology Act, 2009.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However, the following may be noted : (a) Form CHG-9 for modification of Charge ID 100574422 filed vide SRN F17273277 dated 27th July, 2022 was sent for resubmission by MCA . The resubmission is pending due to the reasons as detailed in the Note No. 54iii of the standalone financial statements. (b) As explained in Note 50 of the standalone financial statements, the Company has recognized Rs.81 lakhs as recoverable from then Managing Director Mr. Sunil Sethy as at 31st March, 2020. I have been informed that the Company proposes to obtain shareholders' approval for waiver of recovery of remuneration paid to then Managing Director.

I further report that -

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors, including Women Director as prescribed. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings including committees thereof along with agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors. Majority decision is carried through and recorded as part of minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period following specific events that took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards:

- a) Vide letter dated 1st June, 2022 submitted to the Stock Exchanges, the Company has informed that Sale of its fertilizer plant at Goa and associated businesses to Paradeep Phosphates Limited (PPL) on slump sale basis pursuant to the Business Transfer Agreement (executed by the Company with

PPL on 1st March, 2021) has been consummated with effect from on 1st June, 2022.

- b) The following resolutions were passed by way of Postal Ballot:
 - i. On 31st July, 2022, approving the appointment of Mr. Amandeep (DIN: 00226905) as a Non-Executive and Independent Director of the Company
 - ii. On 29th December, 2022 approving the appointment of Mr. Athar Shahab (DIN: 01824891) as a Non- Executive Director of the Company.
 - iii. On 23rd March, 2023 approving re-appointment of (i) Mr. Dipankar Chatterji (DIN: 00031256) as a Non-Executive and Independent Director of the Company; and (ii) Mr. Nitin M. Kantak (DIN: 08029847) as an Executive Director of the Company in the category of Whole Time Director.
- c) Debentures of the value of Rs. 10 crores and Rs. 25 crores were allotted on 5th April, 2022 and 25th May, 2022 respectively. (Vide resolution dated 23rd February, 2022, the Board of Directors had approved the issue of unrated, unlisted, redeemable, non-convertible Debentures on private placement basis of the value of Rs. 1500 crores in one or more tranches.).
- d) The Company has passed a Special Resolution at the Annual General Meeting held on 12th September, 2022 for approval of appointment of Mr. Sanjeev Lal (DIN: 08740906) as a Non-Executive and Independent Director of the Company.
- e) Zuari Farmhub Limited, (ZFL) a subsidiary of the Company has allotted 78,55,60,000 equity shares of INR 10/- (Indian Rupees Ten) each to the Company on 15th June, 2022, due to conversion of 7,85,560 unsecured Compulsorily Convertible Debentures ("CCD") of face value of INR 10,000 held by the Company in ZFL.
- f) The Board vide Circular resolution dated 17th March, 2023, approved the sale of 4 Lakhs equity shares of Rs. 10/- each held in its wholly-owned subsidiary, Zuari Farmhub Limited ("ZFL") to an unrelated party. Consequently, ZFL ceased to be a wholly owned subsidiary of the Company with effect from 20th March 2023 but continues to be a subsidiary of the Company.
- g) The Company has reduced its carrying value of investment in Zuari Farmhub Limited (ZFL) by Rs. 698.97 Crores on account of Scheme for Reduction of Share Capital by ZFL approved by the National Company Law Tribunal, Mumbai Bench. Note No. 6A(b) of standalone financial statements may be referred to for the details.
- h) The Board at its meeting held on 31st March, 2023 approved the liquidation and winding of Adventz Trading DMCC, a wholly owned subsidiary, subject to necessary approvals. Attention is drawn to Note No. 44 to financial statements for details in this regard.

Place: Panaji, Goa
Date : 9th August, 2023

Shivaram Bhat
Practicing Company Secretary
ACS 10454, CP 7853, PR 1775/2022
UDIN: A010454E000772996

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

ANNEXURE A

(My report of even date is to be read along with this Annexure)

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Panaji, Goa
Date : 9th August, 2023

Shivaram Bhat
Practicing Company Secretary
ACS 10454, CP 7853, PR 1775/2022
UDIN: A010454E000772996

ANNEXURE 'G' TO THE BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Zuari Farmhub Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa-403726

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. ZUARI FARMHUB LIMITED having CIN: U52202GA2019PLC014150 (herein after called the Company). Secretarial Audit was conducted in a manner that provided us the reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion the Company has, during the audit period covering the Financial year ended on 31st March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March 2023, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Company, being an Unlisted Public Company (Subsidiary of Zuari Agro Chemicals Limited, a listed Company), the provisions of Securities Contract (Regulation) Act, 1956 (SCRA) and the Rules made there under are not applicable;
- III. There were no transactions covering the Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- IV. The Company, being an unlisted public company, (Subsidiary of Zuari Agro Chemicals Limited, a listed Company), the Regulations under Securities and Exchange Board of India Act, 1992 and the Regulations made thereunder are not applicable.
- V. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

We further report that, based on the guidelines issued by the Institute of Company Secretaries of India ('the ICSI') and as per

the information provided by the Company as to the applicability of the Industry Specific Laws, the relevant records maintained by them, the Company has generally complied with the provisions of the following Industry specific laws / Guidelines to the extent applicable:

A. INDUSTRY SPECIFIC LAWS

01. The Fertilizers (control) Order, 1985
02. The Fertilizers (Movement Control) Order, 1973
03. The Essential Commodities Act, 1955
04. The Environmental Protection Act, 1986
05. The Water (Prevention and control of Pollution) Act, 1974.
06. The Air (Prevention and control of Pollution) Act, 1981.
07. The Hazardous Waste (Management and Handling) Rules, 1989.
08. Legal Metrology Act, 2009
09. The Insecticides Act, 1968
10. The Competition Act, 2002

B. GENERAL LAWS AND OTHER LAWS

01. General laws including Industrial and Labour laws as may applicable to the Company
02. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
03. Trademarks and Patent Laws to the extent applicable.

VI. We have also examined compliance with respect to:

The Secretarial Standards SS-1 and SS-2 issued by the ICSI and as notified by the Ministry of Corporate Affairs and report that the Company has generally complied with the said Standards.

We further report that during the said Financial Year, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., as mentioned in the foregoing paragraphs.

VII. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There were no changes in the Composition of Board of Directors during the period under review.

Adequate notice was given to the Directors to schedule the Board Meetings. Agenda and detailed notes thereon was sent at

least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions were carried through by the Board at its meetings and minutes of meetings are self-explanatory with regard to dissenting member's views, if any.

We further report that the Company has developed and implemented adequate systems and processes, commensurate with its size and operations, to effectively monitor and ensure compliance with applicable laws, rules, regulations and guidelines. There are also processes and adequate procedures in place for minimizing exposure to risks which may threaten the very existence of the Company.

VIII. We further report that, except the undermentioned events, there were no other significant events/actions, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

01. 7,85,560 (Seven Lakhs Eighty-Five Thousand Five Hundred and Sixty) Compulsorily Convertible Debentures ("CCDs") of the Company of face value of INR 10,000 (Indian Rupees Ten Thousand) each, were converted into 78,55,60,000 (Seventy Eight Crores Fifty-Five Lakhs and Sixty Thousand) equity shares of face value of INR 10 (Indian Rupees Ten) each at a conversion rate of 1000 (One Thousand) equity shares for every 1 CCD. As a result, the issued, subscribed and paid-up equity share capital of the Company was increased to INR 785,57,00,000 (Indian

Rupees Seven Hundred and Eighty Five Crores and Fifty Seven Lakhs) consisting of 78,55,70,000 (Seventy Eight Crores Fifty Five Lakhs and Seventy Thousand) equity shares of INR 10 (Indian Rupees Ten) each.

02. The members of Company in their Extra- Ordinary General Meeting held on 28th June, 2022 have passed Special Resolution for reduction of Company's issued, subscribed and paid-up capital of the Company from INR 785,57,00,000 (Indian Rupees Seven Hundred and Eighty-Five Crores and Fifty Seven Lakhs) consisting of 78,55,70,000 (Seventy Eight Crores Fifty Five Lakhs and Seventy Thousand) equity shares of INR 10 each to INR 86,60,26,000 (Indian Rupees Eighty Six Crores Sixty Lakhs and Twenty Six Thousand) consisting of 8,66,02,600 (Eight Crores Sixty Six Lakhs Two Thousand and Six Hundred) equity shares of INR 10 each which is subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"). Accordingly, a Company petition bearing number C.P. 182/MB/2022 was filed before Hon'ble NCLT, Mumbai seeking sanction of Capital reduction scheme under Section 66 of the Companies Act, 2013 and the same is pending before Hon'ble NCLT.
03. A Special Resolution for approving ZUARI FARMHUB EMPLOYEE STOCK OPTION PLAN, 2023' ("ESOP 2023") was passed by members of the Company in the Extra-Ordinary General Meeting held on 31st January, 2023.

Date: 3rd May, 2023
Place: Bengaluru

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

For S. KEDARNATH & ASSOCIATES

Sd/-

S. Kedarnath

COMPANY SECRETARY

(CP:4422 M No. F3031)

UDIN: F003031E000244316

'ANNEXURE-A'

To,
The Members,
Zuari Farmhub Limited
Jai Kisaan Bhawan, Zuarinagar,
South Goa -403726

Our Report (2022-23) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on random test check basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.

Date: 3rd May, 2023
Place: Bengaluru

3. We have not verified the correctness and appropriateness of any of the financial records and Books of Accounts of the Company including the records pertaining to Goods and Service Taxes, Income Tax, Customs and other related enactments applicable to the Company.
4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For S. KEDARNATH & ASSOCIATES

Sd/-

S. Kedarnath

COMPANY SECRETARY

(CP:4422 M No. F3031)

ANNEXURE 'H' TO THE BOARD'S REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. Brief outline on CSR Policy of the Company.

Zuari Agro Chemicals Limited (ZACL), is part of Adventz Group of Companies and its CSR projects and initiatives are guided by the group's CSR Principles and reviewed closely by the CSR Committee instituted and adopted by the Board of Directors as per "Section 135 of the Companies Act, 2013".

Driven by our passion to make a difference to society, the Company is committed to upholding the highest standards of corporate social responsibility, and has continued its progress on community initiatives with renewed vigour and devotion.

Over the past years, as a responsible business corporation, we have built sustainable and effective CSR initiatives that are vital towards fulfilling critical societal needs in the communities we operate in. We also believe that we have a larger responsibility towards making a difference within our industry and also in society at large. Our initiatives include skills development, promotion of rural development, healthcare & WASH (Water, Sanitation and Hygiene), and Education.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year***
1.	Mr. L. M. Chandrasekaran*	Chairman	Independent Director	1	-
2.	Mr. Akshay Poddar	Member	Non –Executive Director	1	-
3.	Mr. N. Suresh Krishnan**	Member	Non –Executive Director	1	1
4.	Mr. Nitin M. Kantak	Member	Executive Director	1	1
5.	Mr. Amandeep ****	Chairman	Independent Director	-	-

* Ceased to be Director with effect from 12th June, 2022 due to demise.

** Ceased to be member with effect from 29th June, 2022.

*** CSR Meeting held on 29th May, 2022.

**** Appointed with effect from 29th June, 2022

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- Weblink to CSR Policy: <http://www.zuari.in/assets/files/corporate-governance/CSR-Policy-13feb2021.pdf>
- Weblink to Composition of CSR Committee: http://www.zuari.in/investor/committees_of_board
- CSR projects: Not Applicable since the Company was not required to carry CSR expenditure, during the financial year 2022-23 as per the provisions of Section 135 of the Companies Act, 2013.

4. Provide the executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

- Average Net Profit of the Company as per sub-Section (5) of Section 135: Rs(15,979) Lakhs
 - Two percent of average net profit of the Company as per sub Section (5) of Section 135: NIL
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 - Amount required to be set off for the financial year, if any: NIL
 - Total CSR obligation for the financial year [(b) +(c)-(d)]: NIL
- Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): NIL
 - Amount spent in Administrative Overheads: NIL
 - Amount spent on Impact Assessment, if applicable: NIL
 - Total amount spent for the financial year [(a)+(b)+(c)]: NIL

e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub Section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub Section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
-	-	-	-	-	-

(f) Excess amount for set off, if any :

Sr. No.	Particular	Amount (Rs. in Lakhs)
(i)	Two percent of average net profit of the company as per Section 135(5)	NIL
(ii)	Total amount spent for the Financial Year	NIL
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: NIL

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under sub Section (6) of Section 135 (in Rs.)	Balance Amount in unspent CSR Account under sub Section (6) of Section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a fund specified under Schedule VII as per second proviso to sub Section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency if any
					Amount (in Rs)	Date of transfer		
1.	FY-1	-	-	-	-	-	-	-
2.	FY-2	-	-	-	-	-	-	-
3.	FY-3	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes No.√

9. If Yes, enter the number of Capital asset acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

10. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5). Not Applicable

Nitin M. Kantak
Executive Director
DIN :08029847

Amandeep
Chairman of CSR Committee
DIN:00226905

ANNEXURE 'I' TO THE BOARD'S REPORT

Statement of particulars pursuant to the provisions of Section 197 (12) read with Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23:

Sr. No.	Name of the Director	Ratio of the remuneration of Directors to the median remuneration of the employees of the Company.
1	Mr. Saroj Kumar Poddar- Chairman*	NIL
2	Mr. Nitin M. Kantak – Executive Director	NIL
3	Mr. N. Suresh Krishnan – Non-Executive Director*@	NIL
4	Mr. Akshay Poddar – Non-Executive Director*	NIL
5	Mr. Dipankar Chatterji – Independent Director*	NIL
6	Mr. L.M. Chandrasekaran – Independent Director*#	NIL
7	Mrs. Reena Suraiya – Independent Director*	NIL
8	Mr. Amandeep – Independent Director*^	NIL
9	Mr. Sanjeev Lall – Independent Director*\$	NIL
10	Mr. Athar Shahab – Non-Executive Director*+	NIL

* The % increase of remuneration is provided only for those directors and KMPs who have drawn remuneration from the Company for full fiscal 2023 and full fiscal 2022. This does not include sitting fees for attending the Meetings. The ratio of remuneration to MRE is provided only for those directors and KMPs who have drawn remuneration from the Company for the full fiscal 2023.

@ Resigned as Director w.e.f. 30th October, 2022

Ceased to be Independent Director w.e.f. 12th June, 2022 due to his demise

^ Appointed w.e.f. 29th May, 2022

\$ Appointed w.e.f. 1st September, 2022

+ Appointed w.e.f. 5th November, 2022

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year;

Sr. No.	Name of the Director	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year
1	Mr. Saroj Kumar Poddar- Chairman*	NIL
2	Mr. Nitin M. Kantak – Executive Director	NIL
3	Mr. N. Suresh Krishnan – Non-Executive Director *	Nil
4	Mr. Akshay Poddar – Non-Executive Director *	Nil
5	Mr. Dipankar Chatterji – Independent Director*	Nil
6	Mr. L.M.Chandrasekaran – Independent Director*#	Nil
7	Mrs. Reena Suraiya – Independent Director*	Nil
8	Mr. Amandeep – Independent Director*^	Nil
9	Mr. Sanjeev Lall – Independent Director *^^	Nil
10	Mr. Athar Shahab – Non-Executive Director *^^^	Nil

11	Mr. Raj Kumar Gupta-Chief Financial Officer@	NIL
12	Mr.Vijayamahantesh Khannur- Company Secretary **	N.A.
13	Mr. Gaurav Dutta -Company Secretary +	N.A.
14	Mr. Manish Malik- Chief Financial Officer ++	N.A.
15	Mr. Manoj Dere-Company Secretary +++	N.A.

* The % increase of remuneration is provided only for those directors and KMPs who have drawn remuneration from the Company for full fiscal 2023 and full fiscal 2022. This does not include sitting fees for attending the Meetings. The ratio of remuneration to MRE is provided only for those directors and KMPs who have drawn remuneration from the Company for the full fiscal 2023.

Ceased to be Independent Director due to his demise

^ Appointed w.e.f. 29th May, 2022

^^ Appointed w.e.f. 1st September, 2022

^^^ Appointed w.e.f. 5th November, 2022

** Ceased to be a Company Secretary w.e.f. 11th June, 2022.

@ Ceased to be a Chief Financial Officer w.e.f. 11th June, 2022

+ Resigned on 29th December, 2022

++ Appointed on 6th October, 2022

+++ Appointed on 1st February, 2023

(iii) **The percentage increase in the median remuneration of employees in the financial year: 9.25%**

(iv) **The number of permanent employees on the rolls of Company:**

There are 35 permanent employees on the rolls of the Company during the financial year.

(v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Other than the managerial personnel and KMP, the employees were given increment of 8.30% on an average.

There were no exceptional circumstances for increase in the managerial remuneration.

(vi) **The Remuneration paid to Key Managerial Personnel is as per the Remuneration policy of the Company.**

For and on behalf of the Board of Directors

Nitin M Kantak
Executive Director
DIN :08029847

Athar Shahab
Non-Executive Director
DIN: 01824891

Date : 9th August, 2023

ANNEXURE 'J' TO THE BOARD'S REPORT

Statement of Particulars of Employees of Zuari Agro Chemicals Limited Pursuant to the Provisions of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation	Remuneration received;	Nature of employment, whether contractual or otherwise;	Qualifications and experience of the employee;	Date of commencement of employment; (DOJ)	The age of such employee; DOB	The last employment held by such employee before joining the company;	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) Of Rule 5	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:
A)	if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;									
NOT APPLICABLE										
B)	if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month									
1	Mr. Nitin M. Kantak	Executive Director	Rs. 60.29 Lakhs*	Permanent	B. Tech. 40 years of experience	27th Jan 2019	13 Dec 1959 (63 Yrs.)	Paradeep Phosphates Limited	Nil	NA

* remuneration paid from April, 2022 till November, 2022. No remuneration was paid by the Company to Mr. Nitin M Kantak from 1st December 2022 till 31st March, 2023 since he was transferred on the rolls of Mangalore Chemicals & Fertilizers Limited

For and on behalf of the Board of Directors

Nitin M Kantak
Executive Director
DIN : 08029847

Athar Shahab
Non-Executive Director
DIN: 01824891

Date : 9th August, 2023

AANNEXURE 'K' TO THE BOARD'S REPORT

Form No. AOC - 2

(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts / arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 which were not at arm's length basis during the year ended 31st March, 2023.

2. Details of material contracts or arrangements or transactions at arm's length basis:

There details of material contracts / arrangements or transactions entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 and Reg 23 of SEBI (LODR) Regulations, 2015 are given below. The Company has also entered into transactions with related parties at arm's length, the details of which are given in the notes to financial statements.

Name(s) of the related party	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of contract	Salient terms of the contracts or arrangements or transactions including the value, if any:	Dates of Approval by the Board & shareholders	Amount paid as advances, if any
Paradeep Phosphates Limited (PPL)	Subsidiary of our Joint Venture, Zuari Maroc Phosphates Private limited	Ratification of Material Related Party Transactions entered with Paradeep Phosphates Limited for the financial year 2021-22	-	Ratification of Material Related Party Transactions entered with Paradeep Phosphates Limited for the financial year 2021-22 for <ul style="list-style-type: none"> • Purchase, sale or supply of goods and allied activities • Availing and rendering of services • Transfer of resources including royalty fees • Sales and marketing services • Cost recharge/rebate to and from related parties • Lease of office space. • Interest receivable/payables 	29-05-2022 & 12-09-2022	-

For and on behalf of the Board of Directors

Nitin M Kantak
Executive Director
DIN :08029847

Athar Shahab
Non-Executive Director
DIN: 01824891

Date : 9th August, 2023

ANNEXURE 'L' TO THE BOARD'S REPORT

Form AOC-1

PART A

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Pursuant to first proviso to sub-Section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)

Part 'A': Subsidiaries

Sr. No.	Particulars	Details		
1.	Name of the subsidiary	Mangalore Chemicals & Fertilizers Limited	Adventz Trading DMCC (refer note 3)	Zuari Farmhub Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2022 to 31-03-2023	01-04-2022 to 31-03-2023	01-04-2022 to 31-03-2023
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Rs. In Lakhs	AED Exchange Rate 22.38	Rs. In Lakhs
4.	Share capital	11,854.87	50,000	8,660.26
5.	Reserves & surplus	68,463.95	42,232	1,948.65
6.	Total Assets	2,65,914.95	111,210	39,882.45
7.	Total Liabilities	1855,96.13	18,978	29,273.53
8.	Investments	-	-	-
9.	Turnover	3,64,152.40	-	84,074.94
10.	Profit before taxation	17,602.59	5,171,565	3,166.02
11.	Tax expense/(credit)	4,137.08	-	1,014.95
12.	Profit after Taxation	13,465.51	5,171,565	2,151.07
13.	Proposed Dividend	1,777.73	-	-
14.	% of shareholding	54.03%	100%	99.54%

Note 1 : Names of subsidiaries which are yet to commence operations - Nil.

Note 2 : Names of subsidiaries which have been sold during the year - Nil.

Note 3 : With effect from 31st March 2023 Adventz Trading DMCC is under liquidation

For and on behalf of the Board of Directors

Nitin M. Kantak

Executive Director
DIN :08029847

Athar Shahab

Non-Executive Director
DIN: 01824891

Manish Malik

Chief Financial Officer

Manoj Dere

Company Secretary
FCS 7652

Date : 9th August, 2023

PART B

*Statement containing salient features of the Financial Statement of Joint Venture & Associates**(Pursuant to proviso to sub-Section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)*

Sr. No.	Particulars	Joint Venture
	Name of the Company	Zuari Maroc Phosphates Private Limited (Consolidated) (Rs in Lakhs unless otherwise stated)
1.	Latest audited Balance sheet	31st March, 2023
2.	Shares of Joint Ventures held by the Company on the year end	50%
	No.(No. of Shares)	17,98,16,228
	Amount of Investment in Joint Venture	17,981.62
	Extent of Holding	50%
3.	Description of how there is significant influence	Based on the Percentage of Holding in the Joint Venture Company
4.	Reason why the Joint Venture is not consolidated	Not Applicable
5.	Networth attributable to Shareholding as per latest audited Balance sheet	1,18,235.43
6.	Profit/(Loss) for the year{Profit/(Loss) after Tax}	30,443.32
	i. Considered in Consolidation	9,808.18
	ii. Not Considered in Consolidation	20,635.14

Note 1: Associates or Joint Ventures which are yet to commence operations-None

Note 2:Joint Ventures which have been sold during the year-None

For and on behalf of the Board of Directors**Nitin M. Kantak**Executive Director
DIN :08029847**Athar Shahab**Non-Executive Director
DIN: 01824891**Manish Malik**

Chief Financial Officer

Manoj DereCompany Secretary
FCS 7652

Date : 9th August, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of Zuari Agro Chemicals Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Zuari Agro Chemicals Limited ("the Company"), which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matters

- a. We draw attention to Note 30 of the accompanying standalone financial statements, regarding sale and transfer of Goa fertilizer plant and associated business to PPL which has been

consummated on 01 June, 2022 and recognized the pre-tax gain of INR 1,14,239.04 lakhs for the year ended 31 March, 2023 as exceptional item in the financial statement of the Company.

- b. We draw attention to Note 6(b) of the accompanying standalone financial statements, Zuari Farmhub Limited (ZFL), a subsidiary of the Company, had issued 78,55,60,000 equity shares of INR 10 each by way of conversion of unsecured compulsory convertible debentures (CCD's).

And further during the quarter ended 30 June, 2022, ZFL had filed before NCLT, Scheme for Reduction of its Share Capital ("Scheme") which has been approved by NCLT, Mumbai Bench, vide its order dated 04 May, 2023, and the Scheme has become effective from the appointed date i.e. 01 July, 2022.

To give effect to the capital reduction, ZFL has cancelled and extinguished 69,89,67,400 number of shares with face value of INR 10 each in their books. Accordingly, the Company has reduced its carrying value of investment in ZFL by INR 69,896.74 lakhs and loss arising on the same has been disclosed under exceptional items in profit and loss statement by the Company.

- c. We draw attention to Note 6(a) of the accompanying standalone financial statements, Adventz Trading DMCC, a foreign subsidiary of the Company, wherein the Board of Directors of the Company at its meeting held on 31 March, 2023 had approved the liquidation and winding up of operations of such subsidiary company. Hence, during the year ended 31 March, 2023 the Company has written off the investment made in such subsidiary and recognized impairment loss in the statement of Profit and Loss.

We also draw attention to Note 44 of the accompanying standalone financial statements wherein the company has written off the Loans and advances outstanding including Interest Receivable from the subsidiary in the statement of Profit and Loss.

Our opinion is not modified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended 31 March, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these

matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit

included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Discontinued Operations and Asset held for sale in relation to Sale of its Fertilizer plant at Goa to Paradeep Phosphates Ltd (PPL), subsidiary of Company's Joint Venture (as described in Note 31 of the standalone financial statements)	
<p>The Company had entered into a Business Transfer Agreement (BTA) for the sale of Company's fertilizer plant at Goa and associated businesses of the Company to PPL as a going concern, on a slump sale basis for an agreed enterprise value of INR 205,225.44 lakhs and for entering into necessary Business Transfer Agreement with PPL.</p> <p>The sale and transfer of Goa fertilizer plant and associated business to PPL had been consummated on 01 June, 2022</p> <p>The Company has presented the operations of its Fertilizer plant as "Discontinued Operations" for the period ended 31 May, 2022 and its related assets as "Assets held for sale" and liabilities as "Liabilities directly associated with the assets held for sale" in accordance with Ind AS 105 (Non-current Assets held for Sale and Discontinued Operations) as at 31 May, 2022.</p> <p>We focused on this area considering that this was a significant event during the year. Accordingly, this matter has been determined to be a key audit matter in our audit of the standalone financial statements.</p>	<p>Our audit procedures included the following:</p> <p>Evaluated the design and tested the operating effectiveness of the controls over the accounting of this transaction.</p> <p>Obtained the management's valuation report for the sale consideration and compared the same with the carrying value of the underlying assets.</p> <p>We gained an understanding of the BTA. Our focus was on understanding the contractual terms associated with the sale of Fertilizer plant at Goa and its associated businesses, which define the assets and liabilities to be transferred and, in particular, any liabilities or obligations retained or created.</p> <p>Reviewed the accounting treatment for the said transaction.</p> <p>Checked the related computation for disclosures of discontinued operation and held for sale and evaluated that they have been appropriately separated from continuing operations.</p> <p>Assessed the adequacy of the related disclosures in the standalone financial statements.</p>

Estimates with respect to recognition of deferred tax assets on unused tax losses (as described in Note 19 of the standalone financial statements)	
<p>For the year ended 31 March, 2023, the Company has recognized deferred tax expense of INR 6,741.16 lakhs in the standalone financial statements.</p> <p>Deferred tax assets are recognized on unabsorbed tax losses when it is probable that taxable profit will be available against which such tax losses can be utilized.</p> <p>The Company's ability to recognize deferred tax assets on unabsorbed tax losses is assessed by the management at the end of each reporting period, taking into account forecasts of future taxable profits and the assumptions on which such projections are determined by the management.</p> <p>Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on unabsorbed tax losses has been identified to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>Gained an understanding of the deferred tax assessment process and assessed the design and tested the operating effectiveness of controls over recognition of deferred tax.</p> <p>Discussed and evaluated management's assumptions and estimates like projected revenue growth, margins, etc. in relation to the probability of generating future taxable income to support the utilization of deferred tax on unabsorbed tax losses with reference to forecast taxable income and performed sensitivity analysis.</p> <p>Tested the arithmetical accuracy of the model.</p> <p>Assessed the related disclosures in respect of the deferred tax assets in the standalone financial statements</p>

Impairment assessment of Investment in subsidiaries (as described in Note 6(a) & 6(b) of the standalone financial statements)

During the current year, impairment indicators were identified by the management on its investment in its subsidiaries-

As there are no business operations of Adventz Trading DMCC, foreign subsidiary of the Company since May 2021, the management of the Company has decided to liquidate the subsidiary and hence the impairment loss amounting to INR 8.72 lakhs has been recognised.

The investment in Zuari Farmhub Limited(ZFL), the Subsidiary of the Company, was reduced by way of cancellation of shares due to the Capital Reduction Scheme as approved by the Hon'ble NCLT.

According 69,89,67,400 equity shares of face value INR 10 each amounting to 698,96,74,000 has been recognised as Impairment loss.

Impairment of assets is a key audit matter considering the carrying value, estimations and the significant judgements involved in the impairment assessment.

Our audit procedures included the following:

Read the Company's accounting policies with respect to impairment in accordance with Ind AS 36 "Impairment of Assets".

Performing test of controls over key financial controls related to accounting, valuation, and recoverability of Investments through inspection of evidence.

Gained an understanding of the impairment assessment process and evaluated the design and tested the operating effectiveness of controls in respect of process of comparing the carrying value of the investments to their recoverable amount to determine whether an impairment was required to be recognized.

Assessing the disclosures in accordance with requirement of Ind AS 36 "Impairment of Assets".

We have determined that there are no other key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon which we obtained prior to the date of this auditor's report, and Extract of Annual Return and Secretarial Audit Report, which is expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS)

specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate,

they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements (refer paragraph on Material Uncertainty Related to Going Concern above) or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on 31 March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other

details under Section 197(16) of the Act which are required to be commented upon by us.

Further, as explained in Note 50 of the standalone financial statements, managerial remuneration for the year ended 31 March, 2020 in relation to the Managing Director of the Company was paid in excess of the limits provided in provisions of Section 197 read with Schedule V to the Act by INR 81.00 lakhs without obtaining requisite approvals from the banks/financial institutions and which was subject to shareholders approval by a special resolution and pending which the Company recognised a recoverable of INR 81.00 lakhs from the Managing Director as at 31 March, 2020.

The Company proposes to obtain the shareholders resolution for waiver of recovery of remuneration paid to the then Managing Director without obtaining the lenders consent.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 36 to the standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company
 - or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any

persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv) (a) and (iv) (b) contain any material mis-statement.
 - v. The Company has neither declared nor paid any interim dividend or final dividend during the year. Therefore reporting under Rule 11(f) of Companies (Audit and Auditors) Rules, 2014 is not applicable.
 - vi. As Proviso to rule 3(1) of Companies (Accounts) Rules 2014 is applicable for the company w.e.f 01 April 2023, the reporting under this clause is not applicable.

For **K.P. Rao & Co**
Chartered Accountants
Firm's Registration No. 0031355

Prashanth S
Partner
Membership Number : 228407

UDIN : 23228407BGXGRH8439

Place : Bengaluru
Date: May 20, 2023

ANNEXURE 1 REFERRED TO IN PARAGRAPH UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

Re: Zuari Agro Chemicals Limited (“the Company”)

- (i) a. A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant & equipment(PPE).
- B. The Company has maintained proper records showing full particulars of Intangible assets.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, PPE has been physically verified by the management during the year. And no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, included in property, plant and equipment are held in the name of the Company, except below mentioned for which title deeds are not in the name of the Company and conveyance deeds in respect of the same are yet to be executed in the name of the Company.

Particulars	Description	Gross Carrying Value (INR in Lakhs)	Title Deed in the name of	Whether title deed holder is promoter, director or relative	Date of Property held	Reason for not held in the name of the company
Freehold Land	Land	2.97	Jose Robello	No	2011-12	Mutation is in Process
Freehold Land	Land	0.17	Communi-dade of Goa	No	2011-12	Mutation is in Process

- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and

procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company had not availed any working capital limits in excess of five crore rupees, during the year. Hence, the quarterly returns or statements have been not been filed by the Company with banks Hence reporting under this clause is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company had held Investments in one of its Subsidiary by way of Compulsorily Convertible Debentures (CCDs) which were converted in to 78,55,60,000 Equity shares of INR 10 during the year and subsequently upon scheme of Capital Reduction they have been cancelled to the extent of 69,89,67,400 Equity shares of INR 10 each. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.
- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company. During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity
- A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loan to one of its subsidiaries.

Particulars	Amount (In lakhs)
Aggregate amount during the year	13.37
Balance outstanding as at balance sheet date	Nil

- B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to a party other than subsidiaries
- b. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are prima facie, not prejudicial to the interest of the Company.

- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in case of loans given, the Company has written off the loans & interest dues during the year.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, since the company has written off, there is no overdue amount for more than ninety days in respect of loans given.
- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
- f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, related to the manufacture of fertilisers and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of custom, goods and service tax, cess and other statutory dues applicable to it.
- b. According to the information and explanations given to us and audit procedures performed by us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, duty of custom, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- c. According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, goods and service tax and cess on account of any dispute, are as follows:

(INR in lakhs)

Name of the Statute	Name of the Dues	Contingent Liability as on 31 March 2023	Amount – deposits	Amount	Period to which amount relates	Forum Where Dispute is pending.
Income Tax Act, 1961	Disallowance on account of - section 14A - loss on sale of fertiliser bond - Interest free advances to group concerns	1,519.66	-	1,519.66	2011-12	Income Tax Appellate Tribunal
Income Tax Act, 1961	Disallowance on account of - section 14A - Interest free advances to group concerns	320.88	-	320.88	2012-13	Income Tax Appellate Tribunal
Income Tax Act, 1961	Disallowance under section 14A	292.20	-	292.20	2013-14	Income Tax Appellate Tribunal
Income Tax Act, 1961	Disallowance of claim under section 115JB(2C) and disallowance of depreciation on Goodwill.	12.95	12.95	-	2017-18	Commissioner of Income Tax (Appeals)
UP Value Added Tax 2008.	Demand due to tax on subsidy	2.78	2.78	-	2009-10	Additional Commissioner (Appeals)
UP Value Added Tax 2008.	Difference in Tax rate on DAP	16.40	16.40	-	2013-14	Joint Commissioner Appeals

(INR in lakhs)

Name of the Statute	Name of the Dues	Contingent Liability as on 31 March 2023	Amount – deposits	Amount	Period to which amount relates	Forum Where Dispute is pending.
UP Value Added Tax 2008.	Difference in Tax rate on DAP	29.76	-	29.76	2014-15	Deputy Commissioner
MVAT Act 2002	Demand on suppression of sale and disallowance of ITC on purchases	290.36	36.85	253.51	2016-17	Maharashtra Sales Tax Tribunal
CST Act 1956	Demand on non submission of supporting documents for F Form	7.62	0.70	6.93	2017-18	Maharashtra Sales Tax Tribunal
MVAT Act 2002	Demand on suppression of sale and disallowance of ITC on purchases	7.65	1.00	6.65	2017-18	Maharashtra Sales Tax Tribunal
		2,500.27	70.68	2,429.59		

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

- (ix) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not defaulted in repayment of dues to banks, financial institutions and debenture holders.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been declared wilful defaulter by any bank or financial institution or other lender.
- c. According to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- e. According to the information and explanations given to us and procedures performed by us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. According to the information and explanations given to us and procedures performed by us, the company has raised loans during the year on the pledge of securities held in its subsidiary.

Nature of Loan taken	Amount of loan (In Lakhs)	Name of Subsidiary	Details of Security pledged	Outstanding balance (In Lakhs)
Non-Convertible debentures	3,500	Mangalore Chemicals & Fertilisers Limited	1,05,62,207 Equity Shares	3,500
Inter Corporate Deposit	2,250	Mangalore Chemicals & Fertilisers Limited	58,77,000 Equity Shares	2,250
Short term loan	2,500	Mangalore Chemicals & Fertilisers Limited	50,00,000 Equity Shares	0

- (x) a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3 (x)(a) of the Order is not applicable.
- b. The Company has not made any preferential allotment or private placement of shares or fully or convertible debentures (fully, partially or optionally convertible) during the year under review and hence, reporting requirements under clause 3(x) (b) is not applicable.
- (xi) a. Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- c. As represented to us by the Management, there are no whistle-blower complaints received by the company during the year.
- (xii) According to the information and explanations given to us, the company is not a Nidhi Company and therefore the provisions of Para 3(xii) of the Companies (Auditors Report), 2020 are not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) a. The company has an internal audit system commensurate with the size and nature of its business.
b. We have considered the internal audit reports of the company for the period under audit.
- (xv) In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
- (xvi) a. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
b. The Company is not a Non-Banking Financial or Housing Finance activities as defined in regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.
c. The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly the provisions of Para 3(xvi)(c) is not applicable.
d. As per the information and explanations given to us, there are not more than one Core Investment Companies as part of the Group. Accordingly the provisions of Para 3(xvi)(d) is not applicable.
- (xvii) The company has not incurred any cash losses in the current financial year, however the company had incurred cash losses in the immediately preceding financial year.

Details of Cash losses for immediately preceding financial year-

Particulars	FY 2021-22
Loss after tax	-8,345.08
Depreciation and Amortisation	353.05
Interest charges as per Ind AS 116	147.63
Impairment of investment	-
Cash losses	-7,844.40

- (xviii) There was no resignation of statutory auditors during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, the Company is not required to transfer any amount towards CSR. Accordingly, the provisions of Para 3(xx) is not applicable.

For **K.P. Rao & Co**

Chartered Accountants

Firm's Registration No. 0031355

Prashanth S

Partner

Membership Number : 228407

UDIN : 23228407BGXGRH8439

Place : Bengaluru

Date: May 20, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZUARI AGRO CHEMICALS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Zuari Agro Chemicals Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. However, the existing policies, systems, procedures and internal controls followed by the Company have to be completely and appropriately documented.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference

to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **K.P. Rao & Co**

Chartered Accountants

Firm's Registration No. 003135S

Prashanth S

Partner

Membership Number : 228407

UDIN : 23228407BGXGRH8439

Place : Bengaluru

Date : May 20, 2023

Standalone Balance Sheet as at 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	5,358.54	6,346.77
Right of Use Assets	4	777.04	781.12
Capital Work in Progress	3	58.93	-
Investment Property	5	342.44	362.29
Financial Assets			
(i) Investments	6A	86,706.97	1,54,867.22
(ii) Loans	6B	-	199.12
(iii) Others	6C	464.17	90.55
Deferred tax assets (Net)	19	-	6,741.16
Other non-current assets	7	614.52	609.94
Income Tax Assets (Net)	20	2,239.44	1,472.73
		96,562.05	1,71,470.90
Current assets			
Inventories	8	3,476.05	2,198.61
Financial Assets			
(i) Trade Receivables	9	4,294.42	1,074.55
(ii) Cash and cash equivalents	10	921.96	562.20
(iii) Bank balances other than (ii) above	10.1	211.33	6,408.37
(iv) Loans	6B	-	113.11
(v) Others	6C	1,450.52	237.48
Other current assets	7	1,138.84	2,325.21
		11,493.12	12,919.53
Assets classified as held for sale	8A	619.53	1,33,625.16
Total Assets		1,08,674.70	3,18,015.59
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	4,205.80	4,205.80
Other equity	12	12,800.87	(19,322.84)
Total equity		17,006.67	(15,117.04)
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	13	20,850.00	28,850.00
(ii) Other financial liabilities	16	-	-
Other non-current liabilities	17	-	-
Provisions	18	32.45	52.97
		20,882.45	28,902.97
Current liabilities			
Financial Liabilities			
(i) Borrowings	14	44,786.60	94,021.71
(ii) Trade Payables	15		
a) total outstanding dues of micro enterprises and small enterprises		29.64	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises		17,280.66	14,792.86
(iii) Other financial liabilities	16	5,658.71	6,110.38
Current tax liabilities (net)		1,017.04	-
Other current liabilities	17	1,983.11	3,639.36

Standalone Balance Sheet as at 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
Provisions	18	29.82	105.61
		70,785.58	1,18,669.92
Liabilities directly associated with the assets held for sale	8A	-	1,85,559.74
Total liabilities		91,668.03	3,33,132.63
Total Equity and Liabilities		1,08,674.70	3,18,015.59

Summary of significant accounting policies

2

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 0031355

Prashanth S
Partner
Membership Number : 228407

Place : Bengaluru
Date: 20 May 2023

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Manish Malik
Chief Financial Officer

Date: 20 May 2023

Athar Shahab
Director
DIN: 01824891

Manoj Dere
Company Secretary
Membership Number : FCS7652

Standalone Statement of Profit and Loss for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
I Revenue			
Revenue From Operations	21	16,500.34	8,301.07
Other Income	22	7,260.58	4,961.32
Total Income (I)		23,760.92	13,262.39
II Expenses			
Cost of raw material and components consumed	23	11,824.83	2,974.12
Purchases of traded goods	24	1,589.10	4,275.87
Changes in inventories of finished goods, traded goods and work in progress	25	(1,343.29)	(475.54)
Employee benefits expense	26	553.65	298.74
Finance costs	27	10,034.55	11,623.22
Depreciation and amortization expense	28	352.14	353.05
Other expenses	29	6,425.18	1,989.09
Total expenses (II)		29,436.16	21,038.55
III Profit/(loss) before exceptional items and tax (I-II)		(5,675.24)	(7,776.16)
IV Exceptional Items	30	44,342.30	-
V Profit/(loss) before tax from continuing operations (III-IV)		38,667.06	(7,776.16)
VI Tax expense:			
(1) Current Tax	19	1,017.04	-
(2) Taxes for earlier years	19	-	116.17
(3) Deferred Tax	19	6,742.13	-
Income tax expense/ (credit)		7,759.17	116.17
VII Profit/(loss) for the year from continuing operations (V-VI)		30,907.89	(7,892.33)
VIII Profit/(Loss) before tax for the year from discontinued operations	31	(1,521.52)	(452.75)
IX Tax income/ (expense) of discontinued operations		-	-
X Profit/(Loss) for the year from discontinued operations (VIII - IX)		(1,521.52)	(452.75)
XI Profit/(Loss) for the year (VII + X)		29,386.37	(8,345.08)
XII Other Comprehensive Income	33	2,737.34	4,090.93
A Items that will not be reclassified to profit or loss			
Re-measurement gains (losses) on defined benefit plans		(3.89)	11.72
Income tax relating to items that will not be reclassified to profit or loss	19	0.98	-
Net (loss)/gain on FVTOCI financial instruments		2,740.25	4,079.21
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		-	-
XIII "Total Comprehensive Income/(loss) for the period (XI + XII) (Comprising Profit / (Loss) and Other Comprehensive Income for the period)"		32,123.71	(4,254.15)
XIV Earnings per equity share: (nominal value of share INR 10/-)	32		
(1) Basic and diluted from continuing operations		73.49	(18.77)
(2) Basic and diluted from discontinued operations		(3.62)	(1.08)
(3) Basic and diluted from continuing and discontinued operations		69.87	(19.85)

Summary of significant accounting policies

2

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 0031355

Prashanth S
Partner
Membership Number : 228407

Place : Bengaluru
Date: 20 May 2023

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Manish Malik
Chief Financial Officer

Date: 20 May 2023

Athar Shahab
Director
DIN: 01824891

Manoj Dere
Company Secretary
Membership Number : FCS7652

Standalone Statement of cash flows for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
A Cash flow from operating activities:		
(Loss) before tax from continuing operations	38,667.06	(7,776.16)
(Loss) before tax from discontinued operations	(1,521.52)	(452.75)
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation of property, plant and equipment	352.14	353.04
Exceptional Item (Refer Note No - 30)	(44,342.30)	-
(Profit) / Loss on disposal of property, plant and equipment (net)	(5,578.53)	(4.82)
Loan receivable, interest receivable and investment written off of Subsidiary	352.71	-
Excess provision / unclaimed liabilities / unclaimed balances written back	(1,000.46)	(3,738.25)
Bad debts, claims and advances written off	-	101.77
Provision for doubtful debts, claims and advances	40.52	-
Subsidy claims written off	-	7.93
Rental Income	(57.36)	-
Deferred Service Income	(5.06)	(30.34)
Unrealized foreign exchange fluctuation loss	(70.61)	867.84
Interest expense	11,496.50	21,788.96
Interest income	(135.77)	(1,338.47)
Dividend income	(776.98)	(646.04)
Operating profit before working capital adjustments	(2,579.66)	9,132.71
Working capital adjustments :		
Increase / (Decrease) in provisions	(100.19)	56.29
Increase / (Decrease) in trade payables and other liabilities	851.39	49,651.18
(Increase) / Decrease in trade receivables	(3,179.36)	(17,311.99)
(Increase) / Decrease in inventories	(1,277.45)	8,560.53
(Increase) / Decrease in other assets, financial assets	7,945.76	4,583.80
(Increase) / Decrease in loans and advances	(0.01)	(1,025.01)
	4,240.14	44,514.80
Cash Generated From Operations	1,660.48	53,647.51
Less : Income tax paid (net of refunds)	(765.74)	240.21
Net cash flow from Operating Activities (A)	894.74	53,887.72
B Cash flow from investing activities:		
Purchase of property, plant and equipment, including intangible assets, CWIP and capital advances	(210.32)	(1,660.63)
Proceeds from sale of Property, plant and equipment, Intangible assets and CWIP	6,856.31	5.50
Proceed from Sale of non-current investments	1,003.76	2,593.98
Proceeds from sale of fertiliser business	53,700.00	-
Investment in bank deposits (having original maturity of more than 3 months)	5,804.01	6,752.99
Interest received	470.74	1,240.81
Dividend received	699.28	586.62
Net cash flow (used in) in investing activities (B)	68,323.78	9,519.27
C Cash flow from financing activities:		
Proceeds from long term borrowings	3,500.00	9,000.00
(Repayment) of long term borrowings	(13,366.78)	(17,311.14)
(Repayment) of lease liability	-	(223.61)
Proceeds from short term loans	18,470.00	69,280.73
(Repayment) of short term loans	(65,876.18)	(1,01,473.31)
Interest paid	(11,585.80)	(27,743.24)
Net cash flow (used in) financing activities (C)	(68,858.76)	(68,470.57)

Standalone Statement of cash flows for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
D Net (decrease)/increase in cash and cash equivalents (A + B + C)	359.76	(5,063.58)
Cash and cash equivalents at the beginning of the period	562.20	5,625.78
Cash and cash equivalents at the period end (Refer Note 10)	921.96	562.20

	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- On current accounts	921.88	245.84
- On cash credit accounts	-	316.05
Cash on hand	0.08	0.31
Cheque on hand	-	-
Cash and cash equivalents	921.96	562.20

Summary of significant accounting policies

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth S
Partner
Membership Number : 228407

Place : Bengaluru
Date: 20 May 2023

2

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Manish Malik
Chief Financial Officer

Athar Shahab
Director
DIN: 01824891

Manoj Dere
Company Secretary
Membership Number : FCS7652

Date: 20 May 2023

Standalone Statement of changes in equity for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

(a) Equity share capital

4,20,58,006 Equity shares of INR 10 each issued, subscribed and fully paid

(1) As at 31 March 2023

As at 01 April 2022	Changes due to prior period errors	Restated balance as at 01 April 2022	Changed during the year	As at 31 March 2023
4,205.80	-	4,205.80	-	4,205.80

(2) As at 31 March 2022

As at 01 April 2022	Changes due to prior period errors	Restated balance as at 01 April 2021	Changed during the year	As at 31 March 2022
4,205.80	-	4,205.80	-	4,205.80

(b) Other Equity

For the period ended 31 March 2023:

	Reserves and surplus (Refer Note 12)			OCI		Total other equity
	Business Restructuring Reserve	Surplus / (deficit) in the statement of profit and loss	General Reserve	Re-measurement (loss) on defined benefit plans	Equity instruments through Other Comprehensive Income	
As at 1 April 2022	65,404.84	(92,457.05)	6,150.00	334.83	1,244.54	(19,322.84)
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance as at 1 April 2022	65,404.84	(92,457.05)	6,150.00	334.83	1,244.54	(19,322.84)
Total comprehensive income/(loss) for the year	-	29,386.37	-	(2.91)	2,740.25	32,123.71
As at 31 March 2023	65,404.84	(63,070.68)	6,150.00	331.92	3,984.79	12,800.87

For the year ended 31 March 2022:

	Reserves and surplus (Refer Note 12)			OCI		Total other equity
	Business Restructuring Reserve	Surplus / (deficit) in the statement of profit and loss	General Reserve	Re-measurement (loss) on defined benefit plans	Equity instruments through Other Comprehensive Income	
As at 1 April 2021	65,404.84	(84,111.97)	6,150.00	323.11	(2,834.67)	(15,068.69)
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance as at 1 April 2021	65,404.84	(84,111.97)	6,150.00	323.11	(2,834.67)	(15,068.69)
Total comprehensive income/(loss) for the year	-	(8,345.08)	-	11.72	4,079.21	(4,254.15)
As at 31 March 2022	65,404.84	(92,457.05)	6,150.00	334.83	1,244.54	(19,322.84)

Summary of significant accounting policies

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For K.P.Rao & Co
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth S

Partner
Membership Number : 228407

Place : Bengaluru
Date: 20 May 2023

2

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Manish Malik
Chief Financial Officer

Date: 20 May 2023

Athar Shahab
Director
DIN: 01824891

Manoj Dere
Company Secretary
Membership Number : FCS7652

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

1. Corporate Information

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the Company is located at Jai Kisaan Bhawan, Zuarinagar, Goa 403726. The Company is in the business of manufacturing, trading and marketing of chemical fertilizers and fertilizer products. The Company caters to the demand of the farmers across the country, through its "Jai Kisaan" brand of Fertilizers. Please refer Note 30 for "Discontinued Operations".

These standalone financial statements were approved for issue in accordance with a resolution of the Board of Directors of the Company in their meeting held on 20 May 2023.

2.A. Summary of Significant Accounting Policies

i) Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities, which have been measured at fair value:

- Derivative financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined benefit plans – plan assets measured at fair value.

The standalone financial statements of the Company are presented in Indian Rupee (INR) and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

The significant accounting policies adopted for preparation and presentation of these Ind AS financial statement have been applied consistently, except for the changes in accounting policy for amendments to the standard that were issued effective for the financial year beginning from on or after April 1, 2022 as stated in Note 2C.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit and loss after tax from discontinued operations in the statement of profit and loss. Please refer Note 31 for "Discontinued Operations". All other notes to the financial statements mainly include amounts for continuing operations, unless otherwise mentioned.

ii) Basis of classification of Current and Non-Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is expected to be realized within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets have been classified as non-current.

A liability has been classified as current when

- it is expected to be settled in the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is due to be settled within twelve months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

iii) Foreign Currency Translation

a) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The standalone financial statements are presented in Indian Rupee (INR), which is Company's functional and presentation currency.

b) Initial recognition

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.

c) Conversion

Foreign currency monetary items are translated using the functional currency spot rates of exchange at the reporting date. Non-monetary items that are measured in

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

terms of historical cost denominated in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value denominated in a foreign currency are, translated using the exchange rates that existed when the fair value was determined.

d) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income (OCI) or profit and loss are also recognised in OCI or profit and loss, respectively).

iv) Derivative financial instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

v) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operation.

External valuers are involved for valuation of significant assets, and significant liabilities, if any.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

vi) Non-current assets classified as held for sale

The Company classifies non-current assets classified as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Cost to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expenses. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

vii) Property, plant and equipment

On transition to Ind AS i.e. 1 April 2015, the Company has elected to continue with the carrying value of all of its property, plant and equipment (PPE) recognised as at 1 April 2015 measured as per the Indian GAAP and use that carrying value as the deemed cost of the PPE.

PPE are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises

purchase price, including import duties and non-refundable purchase taxes, borrowing costs if recognition criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing PPE beyond its previously assessed standard of performance. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of PPE are capitalized at cost. Otherwise, such items are classified as inventories.

Gains or losses arising from derecognition of the assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

viii) Depreciation on property, plant and equipment

Depreciation on property, plant and equipment (other than specific asset referred under Para (a) to (e) below is calculated using the straight-line basis using the rates arrived at, based on the useful lives estimated by the management. For this purpose, a major portion of the plant has been considered as continuous process plant. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of principal asset. The Company has used the following rates to provide depreciation on its property, plant and equipment which are equal to the rates specified in Schedule II to Companies Act, 2013.

	Useful lives estimated by the management (years)
Factory buildings	30 years
Other buildings (RCC structures)	60 years
Other buildings (other than RCC structures)	30 years
Plant and equipment (Continuous process plant)	25 years
Plant and equipment (Others)	15 years
Furniture and fixtures	10 years
Roads and Culverts	3, 5 and 10 years
Office equipment	3 to 5 years
Vehicles	8 years
Railway Siding	15 years

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

The management has estimated, supported by independent assessment by professionals, the useful lives of the following classes of assets:

- (a) The useful lives of components of certain plant and equipment are estimated as 5 to 20 years. These lives are lower than those indicated in Schedule II.
- (b) The useful lives of certain plant and equipment having net block of INR 168.82 lakhs are estimated as 30 to 40 years. These lives are higher than those indicated in schedule II.
- (c) The useful lives of certain buildings having net block of INR 431.14 lakhs are estimated as 5 to 15 years. These lives are lower than those indicated in schedule II.
- (d) Insurance/ capital/ critical stores and spares are depreciated over the remaining useful life of related plant and equipment or useful life of insurance/capital/ critical spares, whichever is lower.
- (e) Property, plant and equipment whose value is less than INR 5,000/- are depreciated fully in the year of purchase.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if any.

ix) Intangible Assets

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets with finite lives are amortised on a straight line basis over the estimated useful economic life.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The following are the acquired intangible assets:

Software

Management of the Company assessed the useful life of software as finite and cost of software is amortized over their estimated useful life of three years on straight line basis.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

All expenses incurred on research and development activities are expensed as incurred by the Company since these do not meet the recognition criteria as listed above.

x) Investment Property

The Company has elected to continue with the carrying value for all of its investment property as recognized in its previous GAAP standalone financial statements as deemed cost at the transition date, viz., 1 April 2015.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

xi) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is

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required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available, and if no such transactions can be identified an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's CGU's to which the individual assets are allocated. These budgets and forecast calculations are generally cover a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

xii) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Land 3 to 30 years
- Building 2 to 10 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment

b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In

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calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings.

c) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

During the year ended 31 March 2020, the Company applied, for the first time, Ind AS 116 Leases retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the date of initial application.

Ind AS 116:

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance

leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to re-measure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the re-measurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. Accordingly, comparatives for the period ended 31 March 2019 have not be retrospectively adjusted. The Company elected to apply the standard to contracts that were previously identified as leases applying Ind AS 17. The Company also elected to use the exemptions proposed by the standard on lease contracts for which the lease terms ends within 12 months as of the date of initial application, and lease contracts for which the underlying asset is of low value.

a. Nature of the effect of adoption of Ind AS 116

The Company has lease contracts for various guest house, retail outlets and land. Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Company; otherwise it was classified as an operating lease. Finance leases were capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense

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in the statement of profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases that it is the lessee, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which has been applied by the Company.

Leases previously classified as finance leases

The Company did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under Ind AS 17). The requirements of Ind AS 116 was applied to these leases from 1 April 2019.

Leases previously accounted for as operating leases

The Company recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Company also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease

xiii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Debt Instruments-

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. For the purposes of subsequent measurement, debt instruments are classified in three categories:

- Debt instruments at amortised cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments at fair value through profit or loss (FVTPL).

Debt instruments at amortised cost

A debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved

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both by collecting contractual cash flows and selling the financial assets, and

- (b) The asset's contractual cash flows represent sole payments of principal and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity Instruments-

Investments in subsidiaries are subsequently measured at cost.

For the purposes of subsequent measurement of other equity instruments classification is made into below two categories:

- Equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Equity investments other than investments in subsidiaries are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument -by-instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when: - The rights to receive cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses (ECL) associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company categorizes them into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When financial assets are first recognized, the Company recognizes an allowance based on 12 months ECLs. Stage 1 financial assets also include facilities where the credit risk has improved and the financial assets has been reclassified from Stage 2.

Stage 2: When a financial assets has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. Stage 2 loans also include facilities, where the

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credit risk has improved and the financial assets has been reclassified from Stage 3.

Stage 3: Financial assets considered credit-impaired. The Company records an allowance for the LTECLs.

b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 109 Financial instruments and the amount initially recognised less cumulative amortisation, where appropriate. The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be

required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

xiv) Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

xv) Dividend to equity holders of the Company

The Company recognises a liability to make dividend distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

xvi) Inventories

Inventories are valued at the lower of Cost and Net Realisable Value.

The Cost is determined as follows:

- Raw materials and Store and Spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating

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capacity, but excluding borrowing costs. Cost is determined on Moving weighted average method.

- c) Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost includes the necessary cost incurred in bringing inventory to its present location and condition necessary for use.

Net Realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

xvii) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs include interest and amortization of ancillary costs incurred in connection with the arrangement of borrowing. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

xviii) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in paragraph 2.B.

Sale of goods

Revenue from sale of product is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the product. The normal credit term is 15 to 120 days upon delivery.

Revenue from sale of goods, including concession in respect of Urea, DAP, MOP and Complex Fertilizers receivable from the Government of India under the New Pricing Scheme/ Concession Scheme, is recognized when the significant risk

and rewards of ownership of the goods have passed to the customers, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

Concessions in respect of Urea as notified under the New Pricing Scheme is recognized with adjustments for escalation/ de-escalation in the prices of inputs and other adjustments as estimated by the management in accordance with the known policy parameters in this regard.

Subsidy for Phosphatic and Potassic (P&K) fertilisers are recognized as per rates notified by the Government of India in accordance with Nutrient Based Subsidy Policy from time to time.

Uniform freight subsidy on Urea, Complex fertilisers, Imported DAP and MOP has been accounted for in accordance with the parameters and notified rates.

In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, and consideration payable to the customer (if any).

i) Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

(a) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset (and corresponding

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adjustment to change in inventory is also recognised for the right to recover products from a customer.

(b) Volume rebates

The Company provides volume rebates to certain customers once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

ii) Significant financing component

Occasionally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in paragraph xiii) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the

customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract

Assets and liabilities arising from rights of return

Right of return assets

Right of return asset represents the Company's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

As per Ind AS 115 and the Educational Material of Ind AS 115, sales tax/ VAT is not received by the entity on its own account, it is tax collected on value added to the commodity by the seller on behalf of the Government, therefore, it is excluded from revenue. From 1 July 2017, the GST regime has been introduced, revenue is being recognised net of GST.

Insurance claims

Insurance claims and receivable on account of interest from dealers on delayed payment are accounted for to the extent the Company is reasonably certain of their ultimate collection.

Interest income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit

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losses. Interest income is included in finance income in the statement of profit and loss.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend

Dividend is recognized when the shareholders' right to receive payment is established by the balance sheet date.

xix) Retirement and other employee benefits

i) Provident Fund

Retirement benefits in the form of Provident Fund, in case of fertilizer unit in Goa, is defined benefit obligation and is provided on the basis of actuarial valuation of projected unit credit method made at the end of each financial year. The difference between the actuarial valuation of the provident fund of employees at the year end and the balance of own managed fund is provided for as liability in the books in terms of the provisions under Employee Provident Fund and Miscellaneous Provisions Act, 1952. Any excess of plan assets over projected benefit obligation is ignored as such surplus is distributed to the beneficiaries of the trust.

Retirement benefits in the form of Provident Fund, in case of other units, is a defined contribution scheme. The Company recognizes contribution payable to the fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

ii) Superannuation and Contributory Pension Fund

Retirement benefit in the form of Superannuation Fund and Contributory Pension Fund are defined contribution scheme. The Company has no obligation, other than the contribution payable to the Superannuation Fund and Contributory Pension Fund to Life Insurance Corporation of India (LIC) against the insurance policy taken with them. The Company recognizes contribution payable to the Superannuation Fund and Contributory Pension Fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting

the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

iii) Gratuity

Retirement benefit in the form of gratuity is defined benefit obligation and is provided on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

The Company has taken insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and such re-measurement gain / (loss) are not reclassified to the statement of profit and loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

iv) Post-Retirement Medical Benefit

Post-retirement medical benefit is a defined benefit obligation which is provided for based on actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit & loss.

v) Leave Encashment

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Re-measurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit and loss.

The Company treats accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purpose. Such long term compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. The Company presents the leave as a

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

vi) Pension Fund

Retirement benefit in the form of family pension fund and National Pension Scheme are defined contribution scheme. The Company has no obligation, other than the contribution payable to the pension fund. The Company recognizes contribution payable to the pension fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the statement of profit and loss.

vii) Voluntary Retirement Scheme

Compensation to employees under the voluntary retirement scheme of the Company is computed on the basis of number of employees exercising the retirement option under the scheme.

viii) Short term employee benefits

All employee benefits payable/ available within twelve months of rendering of service are classified as short term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

xx) Taxes

Current Income Tax and Deferred Tax

Tax expense comprises current income tax and deferred tax. Current income-tax expense is measured at the amount

expected to be paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Goods and Service Tax (GST) / Sales/value added taxes paid on acquisition of assets or on incurring expenses

When GST amount incurred on purchase of assets or services is not recoverable from the taxation authority, the GST paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable. Otherwise, expenses and assets are recognized net of the amount of GST paid. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

xxi) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xxii) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expenses item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

Where the grant or subsidy relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

xxiii) Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

In case of seeds division, the Company makes an estimation of probable sales return out of the sales booked during the financial year, considering the terms and condition of the sale and past tendency of such sales return. A provision is made for loss on account of such estimated sales return which is approximate to the amount of profit originally booked on such sale.

xxiv) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Chief Operating Decision Maker review the performance of the Company according to the nature of products manufactured, traded and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the locations of customers.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting standalone financial statements of the Company as a whole.

2.B. Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Determining the lease term of contracts with renewal and termination options- Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

b) Defined benefit plans

The cost of the defined benefit gratuity plan, post-employment medical benefits and other defined benefit plans and the present value of the obligation of defined benefit plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for defined benefit plans, the management considers the interest rates of government bonds.

- c) The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on the expected future inflation rates. Further details about the defined benefit obligations are given in Note 34 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk

and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 39 for further disclosures.

d) Provision for expected credit losses of trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and coverage by deposits or others instruments).

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in Note 40.

e) Useful life of Property, plant and equipment

The management estimates the useful life and residual value of property, plant and equipment based on technical evaluation. These assumptions are reviewed at each reporting date.

f) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Company.

g) Revenue from contracts with customers

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of goods include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Company determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of goods with rights of return, given the large number of customer contracts that have similar characteristics. In estimating the variable consideration for the sale of goods with volume rebates, the Company determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Estimating variable consideration for returns and volume rebates

The Company estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates.

The Company developed a statistical model for forecasting sales returns. The model used the historical return data of each product to come up with expected return percentages. These percentages are applied to

determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Company.

The Company's expected volume rebates are analysed on a per customer basis for contracts that are subject to a single volume threshold. Determining whether a customer will be likely entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date.

The Company applied a statistical model for estimating expected volume rebates for contracts with more than one volume threshold. The model uses the historical purchasing patterns and rebates entitlement of customers to determine the expected rebate percentages and the expected value of the variable consideration. Any significant changes in experience as compared to historical purchasing patterns and rebate entitlements of customers will impact the expected rebate percentages estimated by the Company.

The Company updates its assessment of expected returns and volume rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns and volume rebates are sensitive to changes in circumstances and the Company's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

h) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

i) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Notes to the standalone financial statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

2.C. Changes in accounting policies and disclosures

There is no change in accounting policies during the year, which may have any material impact on the standalone financial statement of the Company.

2.D. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the

amendment is insignificant in the standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

Notes to the standalone financial statements for the year ended 31 March 2023

3. Property, plant and equipment

(INR in lakhs)

Particulars	Freehold Land	Buildings	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	CWIP	Grand Total
Deemed Cost									
As at 31 March 2021	41.79	5,003.46	3,591.83	30.99	103.02	262.54	9,033.64	-	9,033.64
Additions	-	110.15	-	-	-	-	110.15	-	110.15
Borrowing costs	-	-	-	-	-	-	-	-	-
Disposals	0.20	-	-	-	-	-	0.20	-	0.20
As at 31 March 2022	41.59	5,113.61	3,591.83	30.99	103.02	262.54	9,143.59	-	9,143.58
Additions	-	74.05	75.92	-	7.02	-	156.98	198.86	355.85
Borrowing costs	-	-	-	-	-	-	-	-	-
Disposals	0.34	206.64	8.89	3.78	1.59	30.07	251.31	139.94	391.25
Asset classified as held for sale	41.25	683.61	-	-	-	-	724.86	-	724.86
As at 31 March 2023	-	4,297.40	3,658.86	27.21	108.44	232.47	8,324.38	58.93	8,383.32
Depreciation									
As at 31 March 2021	-	1,004.86	1,133.24	19.87	88.15	201.73	2,447.85	-	2,447.85
Charge for the year	-	136.69	178.00	3.53	1.12	29.62	348.96	-	348.96
Disposals	-	-	-	-	-	-	-	-	-
As at 31 March 2022	-	1,141.55	1,311.24	23.40	89.27	231.35	2,796.81	-	2,796.81
Charge for the year	-	164.97	168.14	2.85	2.93	9.16	348.05	-	348.05
Disposals	-	43.92	1.74	3.62	1.51	22.74	73.53	-	73.53
Asset classified as held for sale	-	105.49	-	-	-	-	105.49	-	105.49
As at 31 March 2023	-	1,157.11	1,477.64	22.63	90.69	217.77	2,965.84	-	2,965.84
Net block									
As at 31 March 2023	-	3,140.29	2,181.22	4.58	17.76	14.70	5,358.54	58.93	5,417.48
As at 31 March 2022	41.59	3,972.06	2,280.59	7.59	13.75	31.19	6,346.78	-	6,346.78

For Property, plant and equipment existing as on 1 April 2015, i.e., its date of transition to Ind AS, the Company has used Indian GAAP carrying value of the assets as deemed costs.

4. Right of use assets

(INR in lakhs)

Particulars	Right of use building	Right of use Land	Total Right of use assets
As at 31 March 2021	415.31	817.26	1,232.57
Additions	-	-	-
Borrowing costs	-	-	-
Disposals	-	-	-
Discontinued operations (Refer Note 31)	415.31	-	415.31
As at 31 March 2022	-	817.26	817.26
Additions	-	-	-
Borrowing costs	-	-	-
Disposals	-	-	-
As at 31 March 2023	-	817.26	817.26
Depreciation			
As at 31 March 2021	139.89	32.05	171.94
Charge for the year	-	4.09	4.09
Disposals	-	-	-
Discontinued operations (Refer Note 31)	139.89	-	139.89
As at 31 March 2022	-	36.14	36.14
Charge for the year	-	4.08	4.08
Disposals	-	-	-
As at 31 March 2023	-	40.22	40.22
Net block			
As at 31 March 2023	-	777.04	777.04
As at 31 March 2022	-	781.12	781.12

Notes to the standalone financial statements for the year ended 31 March 2023

- i. Building included self constructed building with net book value of INR 3,363.04 lakhs (31 March 2022: INR 3,437.72 lakhs) on leasehold land.
- ii. Contractual obligations: Refer to Note 36 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- iii. Capital work in progress
Capital work in progress comprises of expenditure for Research & development centre for agricultural soil investigation and compatible fertilizer at Bangalore and acid tank fabrication work at Mahad Plant.

CWIP ageing schedule as at 31 March 2023

(INR in lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	58.93	-	-	-	58.93
Projects temporarily suspended	-	-	-	-	-

CWIP Completion schedule as at 31 March 2023

(INR in lakhs)

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress					
Acid Tank fabrication	18.98	-	-	-	18.98
Research & development centre for agricultural soil investigation and compatible fertilizer	39.94	-	-	-	39.94
Projects temporarily suspended	-	-	-	-	-

CWIP ageing schedule as at 31 March 2022

(INR in lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

CWIP Completion schedule as at 31 March 2022

(INR in lakhs)

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

iv. Title deeds of Immovable Properties not held in name of the Company

(INR in lakhs)

Particulars	Description	Gross Carrying Value	Title deed in the name of	Whether title deed holder is promoter, director or relative	Date of property held	Reason for not held in the name of company
Freehold Land	Land	2.97	Jose Robello	NO	2011-12	Mutation is In process
Freehold Land	Land	0.17	Comunidade of Goa	NO	2011-12	Mutation is In process

Notes to the standalone financial statements for the year ended 31 March 2023

5. Investment property

(INR in lakhs)

Particulars	Amount
As at 1 April 2021	362.29
Additions (subsequent expenditure)	-
Disposals	-
As at 31 March 2022	362.29
Additions (subsequent expenditure)	-
Disposals	19.85
As at 31 March 2023	342.44
Depreciation	-
As at 1 April 2021	-
Depreciation for the year	-
As at 31 March 2022	-
Depreciation for the period	-
As at 31 March 2023	-
Net book value	-
Disposals	-
As at 31 March 2023	342.44
As at 31 March 2022	362.29

For investment property existing as on 1 April 2015, i.e., its date of transition to Ind AS, the Company has used Indian GAAP carrying value of the assets as deemed costs.

(INR in lakhs)

Information regarding income and expenditure of Investment property	31 March 2023	31 March 2022
Rental income derived from investment properties	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that generating rental income	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income	Nil	Nil
Profit arising from investment properties before depreciation and indirect expenses	Nil	Nil
Less – Depreciation	Nil	Nil
Profit arising from investment properties before indirect expenses	Nil	Nil

Investment property consist of freehold lands owned by the Company.

During the year ended 31 March 2023, the Government of Tamil Nadu compulsorily acquired 6067 sq mtr of land at rate of 346.59 per sq mtrs.

The Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including :-

1. Current prices in an active market of properties of different nature or recent prices of similar properties in less active market adjusted to reflect those differences.
2. Discounted cash flow projections based on reliable estimates of future cash flows.
3. Capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

As at 31 March 2023 and 31 March 2022, the fair values of the investment properties are INR 489.30 lakhs and INR 446.40 lakhs respectively. These valuations are based on valuations performed by an accredited independent valuer, who is specialist in valuing these types of investment properties. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied. The valuation is done based on current prices in active market of properties of different nature.

Notes to the standalone financial statements for the year ended 31 March 2023

Details of key inputs used in the valuation of investment properties are as below :

Property description : Land situated in the Pannagudi & Karaikal Village, Tamil Nadu

(INR in lakhs)

Significant unobservable Inputs	Inputs	
	31 March 2023	31 March 2022
Land area	23.3 acre	24.8 acre
Prevailing market rate (per acre)	INR 20 lakhs/acre	INR 18 lakhs/acre
Guidelines rates obtained from register office	INR 4.00 lakhs/acre	INR 2.68 lakhs/acre
Assessed / adopted rate for valuation	INR 21.00 lakhs/acre	INR 18.00 lakhs/acre

Reconciliation of fair value:

(INR in lakhs)

As at 1 April 2021	521.00
Fair value difference	(74.60)
Purchases	-
As at 31 March 2022	446.40
Fair value difference	42.90
Purchases	-
As at 31 March 2023	489.30

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

6. Financial assets

6A. Investments

(INR in lakhs)

No. and Particulars	Non-current	
	31 March 2023	31 March 2022
Investments in unquoted equity Instruments carried at cost		
Investment in Joint Ventures		
17,98,16,228 (31 March 2022: 17,98,16,228) Equity shares of INR 10/- each fully paid-up of Zuari Maroc Phosphates Private Limited	17,981.62	17,981.62
Investment in subsidiaries		
50 (31 March 2022: 50) Equity shares of AED 1,000/- each fully paid-up of Adventz Trading DMCC (Refer note (a) below)	-	8.72
8,62,02,600 (31 March 2022: 10,000) Equity shares of INR 10/-each fully paid-up of Zuari Farmhub Limited (Refer note (b) below)	8,620.26	1.00
Investments in quoted equity Instruments carried at cost		
Investment in subsidiaries		
6,40,28,362 (31 March 2022: 6,40,28,362) Equity shares of INR 10/- each fully paid-up of Mangalore Chemicals and Fertilisers Limited (refer note (c) and (d) below)	54,112.37	54,112.37
Investments in equity instruments carried at fair value through other comprehensive income (FVTOCI)		
Quoted equity instruments		
49,53,449 (31 March 2022: 1,11,40,632) Equity shares of INR 1/- each fully paid-up of Nagarjuna Fertilisers and Chemicals Limited	455.72	1,442.71
Unquoted equity instruments		
1,44,000 (31 March 2022: 1,44,000) Equity shares of INR 10/- each fully paid up of Indian Potash Limited (Refer note (e) below)	5,537.00	2,764.80
Investments in unquoted debt instruments carried at cost		
Investment in subsidiary		
Nil (31 March 2022: 7,85,560) compulsory convertible debentures of INR 10,000/- each fully paid-up of Zuari Farmhub Limited (Refer Note (f) below)	-	78,556.00
Total	86,706.97	1,54,867.22
Aggregate value of quoted Investments	54,568.09	55,555.08
Aggregate value of unquoted Investments	32,138.88	99,312.14
Total	86,706.97	1,54,867.22

Notes to the standalone financial statements for the year ended 31 March 2023

- (a) The Board of Directors of the Company at its meeting held on March 31, 2023 has approved the liquidation and winding up of Adventz Trading DMCC ('DMCC'), a wholly owned subsidiary of the Company subject to the approval of Reserve Bank of India and other Regulatory Authorities as DMCC was not conducting any business since May, 2021. Further, the Company does not envisage any viable business in the near future as well. The Board of DMCC at its meeting held on March 31, 2023 has also approved the liquidation and winding up of DMCC.

To give effect to the above, the Company has created an impairment provision of 100% of carrying value of its investment in the subsidiary

- (b) During the year March 31, 2023, Zuari Farmhub Limited (ZFL), a subsidiary of the Company had applied for a scheme of capital reduction of ZFL under Section 66 of the Companies Act, 2013 for reduction of ZFL's issued, subscribed and paid-up capital from INR 785,57,00,000 consisting of 78,55,70,000 equity shares of INR 10 each to INR 86,60,26,000 consisting of 8,66,02,600 equity shares of INR 10 each by cancellation and extinguishment of 69,89,67,400 equity shares of INR 10 each held by the Company in ZFL by writing off/adjustment of negative balance in the capital reserve account of ZFL in accordance with the terms of the scheme of capital reduction, subject to the approval of National Company Law Tribunal ("NCLT") and such other approvals.

NCLT, Mumbai Bench, vide its order dated 4th May, 2023, has approved the Scheme of capital reduction of ZFL ("Scheme"), under Section 66 of the Companies Act, 2013 and the Scheme has become effective from the appointed date i.e. 1st July, 2022.

Pursuant to Sanction of scheme by NCLT, 69,89,67,400 equity shares held by the Company in ZFL are cancelled w.e.f 1st July, 2022.

To give effect to the capital reduction, ZFL has cancelled and extinguished in their books such no of shares held by ZACL. Accordingly, the Company has reduced its carrying value of investment in ZFL by INR 69,896.74 lakhs and impairment loss arising on the same has been disclosed under exceptional items in profit and loss statement.

- (c) 4,58,94,217 (31 March 2022: 5,57,60,668) number of shares of Mangalore Chemicals and Fertilisers Limited are pledged as security for long term loan taken from bank (Refer Note 13)
- (d) Following the impairment testing principles of Ind AS 36 "Impairment of Assets", the Company has assessed the recoverable amount of the investment in the subsidiaries i.e. Mangalore Chemicals and Fertiliser Limited. The recoverable amount is higher of fair value less cost to sale and value in use. The investment made by the Company in the subsidiaries are strategic investments and the Company has control over the subsidiary companies. Basis of the Stock price of the MCFL as at 31 March 2023, there is no indication of impairment i.e. the current investment value is higher than the purchase value. Accordingly third party valuation has not been obtained.
- (e) The management has assessed fair value of the investment in unquoted share of Indian Potash Limited based on valuation report of an independent valuer. For details of method and assumptions used for the valuation refer Note 39.
- (f) During the year ended March 31, 2020, pursuant to board approval obtained on February 5, 2020 and vide Business Transfer Agreement dated March 31, 2020, the Company had transferred its assets and liabilities of its retail, specialty nutrient business (SPN) & allied, crop protection and care business (CPC), seeds and blended businesses (farmhub business) to Zuari Farmhub Limited (ZFL), a wholly owned subsidiary, with effect from March 31, 2020 on a going concern basis under a slump sale arrangement.
- During the year ended March 31, 2023, ZFL has issued 78,55,60,000 equity shares of INR 10 each by way of conversion of unsecured compulsory convertible debentures (CCD's).
- (g) Investments at fair value through OCI (fully paid) reflect investment in quoted and unquoted equity securities. These equity shares are designated as fair value through other comprehensive income (FVTOCI) as they are not held for trading purpose. Thus, disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding. The Company has not transferred any gain or loss within equity in the current or previous period. Refer Note 39 for determination of their fair values.

6B Loans

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Loans and advances to related parties				
Unsecured, considered good (Refer Note 44)	-	199.12	-	-
Unsecured, considered good				
Interest accrued on loans, advances and deposits (Refer Note 44)	-	-	-	113.11
Total	-	199.12	-	113.11

Notes to the standalone financial statements for the year ended 31 March 2023

6C Other Financial assets

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Other financial assets (Unsecured, considered good)				
Security deposits				
Unsecured, considered good				
with Others	61.42	77.16	-	-
Non-Current Bank Balances	402.75	13.39	-	-
Other receivable from related party* (Refer Note 37)			1,434.89	-
Interest receivable on bank deposits			15.63	75.42
Interest receivable from customers-related party (Refer Note 37)			-	162.06
Other financial assets (Unsecured, credit impaired)				
Accrued service income			-	74.28
Less: Credit impaired			-	(74.28)
Total other financial assets	464.17	90.55	1,450.52	237.48

*During the year Company consummated the BTA with Paradeep Phosphates Limited towards sale of Goa Fertiliser Plant and associated business. In respect of this transaction, balance amount of INR 1,434.89 Lakhs is receivable from Paradeep Phosphates Limited.

Break up of financial assets carried at amortised cost

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Loans (Refer Note 6B)	-	199.12	-	113.11
Trade Receivable (Refer Note 9)	-	-	4,294.42	1,074.55
Cash and cash equivalents (Refer Note 10)	-	-	921.96	562.20
Other Bank Balances (Refer Note 10.1)	-	-	211.33	6,408.37
Other financial assets (Refer Note 6C)	464.17	90.55	1,450.52	237.48
Total financial assets carried at amortised cost	464.17	289.67	6,878.23	8,395.71

7. Other assets

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Unsecured, considered good, except where otherwise stated				
Capital advances-				
Others (Refer Note i below)	612.52	605.44	-	-
Advances (other than capital advances)				
Related parties (Refer Note 37 and 50)	-	-	81.00	1,825.96
Others, considered good	-	-	34.04	16.72
Others, considered doubtful	-	3,212.39	-	-
Less: Provision for doubtful advances	-	3,212.39	-	-
	-	-	-	-
Advance to employees	-	-	13.58	9.83
Balances with statutory authorities	-	-	715.01	472.70
Prepaid expenses	2.00	4.50	24.52	-
Refund receivable Goods and Service Tax (Refer note ii below)	-	-	270.69	-
Total	614.52	609.94	1,138.84	2,325.21

Notes to the Standalone Financial Statements for the year ended 31 March 2023

- i. The Company had given an advance of INR 4,029.44 lakhs in June 2010 to Karnataka Industrial Area Development Board (KIADB) for allotment of land for setting up of 12 Lakhs TPA urea plant in Belgaum district. KIADB failed to acquire the land and after continuous discussion with KIADB for two years, the Company had come out of the project. KIADB had refunded INR 3,425.02 lakhs and retained INR 604.42 lakhs which was to be adjusted in case the Company seek some other land in Karnataka. Based on the details of land subsequently provided by the KIADB, the Company has requested to allot 12 acres land at Belapu industrial estate and adjust the retained amount by KIADB to the cost of the new land. However, KIADB has not yet agreed for the adjustment. Management had filed the writ petition in the Hon'ble High Court of Karnataka at Bengaluru against the State of Karnataka - Industries and Commerce Department and KIADB for not allotting land to the Company for setting up Fertilizer Project in Belapu Industrial Area, Udupi District, Karnataka and illegally withholding a sum of INR 604.42 lakhs. The Hon'ble High Court vide judgement dated 16 September 2019 disposed of the matter and directed the KIADB to consider the application of the Company for the allotment of Land within a period of six weeks from the date of receipt of certified copy of order. Pursuant to the court order, the Company issued a letter to KIADB requesting them to allot alternate land. KIADB vide their order dated 18 November 2019 has refused to adjust the forfeited amount against allotment of land in Belapu. Subsequently, the Company has filed a writ petition with Hon'ble High Court of Karnataka at Bangalore on 10 February 2020 challenging the KIADB order dated 18 November 2019. The Petition was listed for hearing on 23 September 2021. After hearing our counsels briefly on the matter, the Hon'ble court directed for the matter to be listed after two weeks for admission. The matter has not been listed till date.

Based on previous judgement and legal opinion obtained by the management for this matter, the management is hopeful to get the above amount adjusted against allotment of land or refund of the same.

- ii. During the year, the Company has filed a Refund application for the month of January 2023, with Goods and Services Tax Authorities for Input tax credit which is accumulated in the Electronic Credit Ledger of the Company due to Inverted Tax Structure, for an amount of INR 270.69 lakhs.

8. Inventories (valued at lower of cost and net realisable value)

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Raw materials	1,449.08	1,536.31
Packing materials	6.49	7.97
Work-in-progress	627.13	239.17
Finished goods	1,289.42	13.21
Traded goods (includes material in transit INR NIL (31 March 2022: INR 320.88 lakhs)	-	320.88
Stores and spares	103.93	81.07
Total	3,476.05	2,198.61

8A. Assets held for sale/ liabilities directly associated with the assets held for sale

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
(a) Assets held for sale		
- Land (Refer Note i below)	41.41	0.20
- Building (Refer Note ii below)	578.12	-
- Discontinued Operations (Refer Note 31)	-	1,33,624.96
	619.53	1,33,625.16
(b) Liabilities directly associated with the assets held for sale		
- Discontinued Operations (Refer Note 31)	-	1,85,559.74
	-	1,85,559.74

- i. During the year ended 31 March 2023, the Company had sold few land parcels at Sancoale, Goa and the management is intended to sale the balance parcels of land at Sancoale, Goa. The sale of the asset is expected to be executed within 12 months. Accordingly, the said parcel of lands have been classified from property, plant and equipments to Assets classified as held for sale.
- ii. During the year ended 31 March 2023, the management is in advance discussion to sale its Pune office premises. The sale of the asset is expected to be executed within 12 months. Accordingly, the said value of building has been classified from property, plant and equipments to Assets classified as held for sale.

Assets classified as held for sale during the reporting period are measured at lower of its carrying amount and fair value less cost to sell at the time of reclassification. Fair value of the assets were determined using the market approach.

Notes to the Standalone Financial Statements for the year ended 31 March 2023

9. Trade receivables (at amortised cost)

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Trade receivables - related parties (Refer Note 37)	188.89	181.87
Trade receivables - others	4,105.53	892.68
Total Trade Receivables	4,294.42	1,074.55

Break-up for security details:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Trade Receivables		
Unsecured, considered good-related parties (Refer Note 38)	188.89	181.87
Unsecured, considered good [Total subsidy receivable from Government: INR 2,844.16 lakhs (31 March 2022: INR 858.28 lakhs)	4,105.53	892.68
Trade Receivables which have significant increase in credit risk	40.52	-
Trade receivable - credit impaired	-	1,951.35
	4,334.94	3,025.90
Less: Trade receivable which have significant increase in credit risk	(40.52)	-
Less: Trade receivable - credit impaired	-	(1,951.35)
Total Trade Receivables	4,294.42	1,074.55

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director of the Company is a partner, a director or a member.

For terms and conditions relating to related party receivables, Refer Note 37.

Trade receivables from dealers are non-interest bearing during the normal credit periods and are generally on terms of 15 to 120 days.

Assets pledged as security for borrowings: Refer Note 13 for information on trade receivables pledged as security against borrowings.

Trade receivables ageing as at 31 March 2023

(INR in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,281.93	12.49	-	-	-	4,294.42
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	2.15	-	-	38.37	40.52
(iii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-
Total	4,281.93	14.64	-	-	38.37	4,334.94

Trade receivables ageing as at 31 March 2022

(INR in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	892.68	181.87	-	-	-	1,074.55
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	-	-	-	-	1,951.35	1,951.35
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-
Total	892.68	181.87	-	-	1,951.35	3,025.90

Notes to the Standalone Financial Statements for the year ended 31 March 2023

10. Cash and Cash Equivalents

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Cash and cash equivalents		
a. Balances with banks		
- On Current accounts	921.88	245.84
- On Cash Credit accounts	-	316.05
b. Cheque on hand	-	-
c. Cash on hand	0.08	0.31
Total	921.96	562.20

10.1. Other Bank balances

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Current:		
Other Bank Balances :		
- On Unpaid dividend accounts (repatriation restricted)*	2.13	5.81
- Margin money deposits**	209.20	6,402.56
Total	211.33	6,408.37

* The Company can utilise these balances only towards settlement of the respective unpaid dividend.

** Margin money deposits are provided as margin for letter of credits and as interest reserve account for long term borrowings. The same are restricted for use till settlement of corresponding liability

11. Share capital

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Authorised share capital		
12,25,00,000 (31 March 2022: 12,25,00,000) Equity Shares of INR 10/- each	12,250.00	12,250.00
3,45,00,000 (31 March 2022: 3,45,00,000) Preference Shares of INR 10/- each	3,450.00	3,450.00
	15,700.00	15,700.00
Issued and subscribed capital**		
4,20,58,006 (31 March 2022: 4,20,58,006) Equity Shares of INR 10/- each Fully paid	4,205.80	4,205.80

a. Reconciliation of shares outstanding at the beginning and end of the reporting period

(INR in lakhs)

Equity Shares	31 March 2023		31 March 2022	
	In numbers	INR in lakhs	In numbers	INR in lakhs
At the beginning of the period	4,20,58,006	4,205.80	4,20,58,006	4,205.80
Issued during the period	-	-	-	-
Outstanding at the end of the period	4,20,58,006	4,205.80	4,20,58,006	4,205.80

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of INR 10 per share. Each share holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to the standalone financial statements for the year ended 31 March 2023

c. Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2022	Changes during the year	As at 31 March 2023	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	-	84,11,601	20.00	-
Zuari Management Services Limited	50,78,909	-	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	-	30,00,125	7.13	-
Globalware Trading And Holding Limited	74,91,750	-	74,91,750	17.81	-
Promoter Group	-		-		
Adventz Finance Private Limited *	14,47,301	98,541	15,45,842	3.68	6.81
New Eros Tradecom Limited	11,96,767	-	11,96,767	2.85	-
Jeewan Jyoti Medical Society	1,38,550	-	1,38,550	0.33	-
Duke Commerce Limited	1,11,000	-	1,11,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	1,50,000	-	1,50,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	-	21,621	0.05	-
Akshay Poddar	1,50,585	-	1,50,585	0.36	-
Basant Kumar Birla	30,000	-	30,000	0.07	-
Total	2,73,56,419	98,541	2,74,54,960	65.28	-

Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2021	Changes during the year	As at 31 March 2022	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	-	84,11,601	20.00	-
Zuari Management Services Limited	50,78,909	-	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	-	30,00,125	7.13	-
Globalware Trading And Holding Limited	74,91,750	-	74,91,750	17.81	-
Promoter Group					
Adventz Finance Private Limited*	14,24,201	23,100	14,47,301	3.44	1.62
New Eros Tradecom Limited	11,96,767	-	11,96,767	2.85	-
Jeewan Jyoti Medical Society	1,38,550	-	1,38,550	0.33	-
Duke Commerce Limited	1,11,000	-	1,11,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Adventz Investment Company Private Limited*	15,000	(15,000)	-	-	(100)
Ricon Commerce Ltd.*	8,100	(8,100)	-	-	(100)
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	1,50,000	-	1,50,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	-	21,621	0.05	-
Akshay Poddar	1,50,585	-	1,50,585	0.36	-
Basant Kumar Birla	30,000	-	30,000	0.07	-
	2,73,56,419	-	2,73,79,519	65.10	-

* The Hon'ble National Company Law Tribunal, Kolkata bench, vide its order dated 30th November, 2021 (obtained on 27th December, 2021) approved the scheme of amalgamation amongst Adventz Investment Company Private Limited (AICPL), Sanghashree Investment & Trading Company Limited and Ricon Commerce Limited (RCL) with Adventz Finance Private Limited (AFPL). The scheme was filed with Registrar of Companies, West Bengal and made effective as on 21st January, 2022. Pursuant to the Scheme, on the Effective Date, 15,000 and 8,100 equity shares of Zuari Agro Chemicals Limited ("Company") held by AICPL and RCL respectively vested into AFPL.

Notes to the standalone financial statements for the year ended 31 March 2023

d. Details of shareholders holding more than 5% of equity shares in the Company

Name of shareholder	31 March 2023		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	20.00	-
Globalware Trading and Holdings Limited	74,91,750	17.81	-
Zuari Management Services Limited	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	7.13	-

Name of shareholder	31 March 2022		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	20.00	-
Globalware Trading and Holdings Limited	74,91,750	17.81	-
Zuari Management Services Limited	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	7.13	-

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

**Pursuant to the Scheme of Arrangement and Demerger ("the Scheme") between the Company (Zuari Agro Chemicals Limited) and Zuari Industries Limited (Formerly Zuari Global Limited), the Company had issued 2,94,40,604 equity shares of INR 10/- each aggregating to INR 2,944.06 lakhs to the existing shareholders of Zuari Industries Limited (Formerly Zuari Global Limited) in the ratio of 1 fully paid up Equity share of INR 10/- each of Zuari Agro Chemicals Limited during the financial year ending 31 March 2013. Out of the above shares issued pursuant to the Scheme, 8,051 (31 March 2021: 8,051) Equity Shares entitlements have been kept in abeyance pursuant to Section 206A of the Companies Act, 1956 in accordance with instructions from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and in respect of shareholders who could not exercise their rights in view of disputes, mistakes, discrepancy in holdings, etc.

No shares has been issued for consideration other than cash during the period of five years immediately preceding the reporting date.

12. Other Equity

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Business Restructuring Reserve		
Balance as per last financial statements	65,404.84	65,404.84
Add: Received during the year	-	-
Closing balance	65,404.84	65,404.84
General Reserve		
Balance as per last financial statements	6,150.00	6,150.00
Add: Received during the year	-	-
Closing balance	6,150.00	6,150.00
Surplus/(Deficit) in the statement of profit and loss		
Balance as per last financial statements	(92,122.22)	(83,788.86)
Profit/(Loss) for the period	29,383.46	(8,333.36)
Closing Balance	(62,738.76)	(92,122.22)
Equity instruments through Other Comprehensive Income		
Balance as per last financial statements	1,244.54	(2,834.67)
Other comprehensive Income/(Loss) for the year	2,740.25	4,079.21
Closing Balance	3,984.79	1,244.54
Total other equity	12,800.87	(19,322.84)

Nature and purpose of reserves

Business Restructuring Reserve

In the Finance Year 2012-13, pursuant to the Scheme of Arrangement and Demerger ("The Scheme") between Zuari Industries Limited (Formerly Zuari Global Limited) and Zuari Holdings Limited (now known as Zuari Agro Chemicals Limited, the Company) approved by the Hon'ble High Court of Bombay at Goa, on 2 March 2012, all the assets and liabilities pertaining to Fertiliser Undertaking as on 1 July 2011 of Zuari Industries Limited (Formerly Zuari Global Limited) had been transferred to the Company at their book values and accordingly the

Notes to the standalone financial statements for the year ended 31 March 2023

surplus of assets over the liabilities of the Fertiliser undertaking so demerged, resulted in creation of Business Restructuring Reserve of INR 65,404.84 lakhs in terms of the Order of the Hon'ble High Court of Bombay at Goa which was filed with the Registrar of Company on 21 March 2012. The said reserve be treated as free reserve and be restricted and not utilized for declaration of dividend by the Company.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Surplus / (deficit) in the statement of profit and loss

Surplus / (deficit) in the statement of profit and loss represents the profits / (losses) generated by the Company that are not distributed to the shareholder and are re-invested in the Company.

Equity instruments through Other Comprehensive Income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

13. Borrowings

(INR in lakhs)

Non Current Borrowings (at amortised cost)	31 March 2023	31 March 2022
TERM LOAN		
From Financial Institutions		
Secured		
Indian rupee loans (Refer Note 2(a) below)	1,536.60	14,865.53
Non Convertible Debentures (Refer Note 3 below)	12,500.00	9,000.00
From Others		
Unsecured		
Inter Corporate Deposits (Refer Note 4 below and Note 37 below)	39,350.00	39,350.00
Total	53,386.60	63,215.53
Less: Amount disclosed under "Short Term Borrowings"	-	-
- Current Maturities of Long Term borrowings (Refer Note 14)	(32,536.60)	(34,365.53)
Total	20,850.00	28,850.00

- Vehicle loans from a Bank of INR Nil (including current maturities: INR Nil) [31 March 2022: INR 11.51 lakhs (including current maturities: INR 11.51 lakhs)] carry interest rate ranging from 8.38% p.a. - 10.65% p.a. (31 March 2022 : 8.38% p.a. - 10.65% p.a.). The loans are repayable in 48 equal monthly instalments starting from February 2017 with the last instalment due on April 2023. The loans are secured by way of hypothecation of respective motor vehicles of the Company. This loan has been transferred as part of business transfer agreement (BTA) (Refer Note 31).
- Indian rupee loan of INR 1,536.60 lakhs from a financial institution (including current maturities of INR 1,536.60 lakhs) [31 March 2022: INR 7,679.18 lakhs from a financial institution (including current maturities of INR 7,679.18 lakhs)] carries interest rate of ranging from 11.90%-14.50% p.a. (31 March 2022: 11.70% p.a. - 11.90%). The loan is repayable in 12 equal quarterly instalments starting from May 2020 with the last instalment due on May 2023. The loan is secured by first pari passu charge by way of equitable mortgage of specific immovable assets of the Company with a minimum fixed asset cover of 1.25 times (unencumbered land parcel at Goa), pledge of shares of its subsidiary, Mangalore Chemicals and Fertilisers Limited ("MCFL"), with a minimum share security cover of 1.00 time.
 - Indian rupee term loan from a financial institution of INR Nil (including current maturities of INR Nil) (31 March 2022: INR 7,186.35 lakhs (including current maturities of INR 7,186.35 lakhs)) carries interest rate of 12.00% p.a. (31 March 2022: 12.00% p.a.). The loan is repayable in 16 equal quarterly instalments starting from December 2019 with the last instalment due on September 2023. The loan is secured by exclusive charge over land (including structures) with minimum cover of 1.5 times and demand promissory note. The loan was repaid in full in the month of May 2022

Notes to the standalone financial statements for the year ended 31 March 2023

3. Non-Convertible Debentures of INR 12,500 Lakhs (including current maturities of INR 2,500 lakhs) [31 March 2022: INR 9,000 Lakhs (including current maturity of INR Nil)] carries coupon rate of 11.50% p.a. are secured by exclusive charge by way of mortgage of specific immovable assets of the Company with a minimum value of assets to be INR 5,000 Lakhs (unencumbered land parcel at Goa), pledge of shares of its subsidiary, Mangalore Chemicals and Fertilisers Limited ("MCFL"), with a minimum share security cover of 2.00 time. The debentures are redeemable in 4 equal quarterly instalments starting from June 2024 with the last instalment due in February 2025.
4. Inter-corporate deposit of INR 39,350.00 lakhs (31 March 2022: INR 39,350.00 lakhs) carries interest rate of 15.00% (31 March 2022: 15.00% p.a). The loan is repayable after 12 months from the date of disbursement.

The Company has not filed any quarterly returns or statement of current assets with banks or financial institutions as the working capital loans were repaid as on May 2022 and no further working capital loans were availed by the Company during the year.

14. Current Borrowings

(INR in lakhs)

Particulars	Short Term	
	31 March 2023	31 March 2022
Secured*		
From Banks		
Cash credit (including working capital demand loans) (The rate of interest on cash credit is Nil (31 March 2022: 10.25% - 16.45% p.a.) and are repayable on demand. The rate of interest on working capital demand loans is Nil (31 March 2022: 11.05% - 16.45% p.a.) and are repayable over a period of 30 to 365 days)	-	34,546.18
Bills discounted (Local bills discounted with banks repayable over a period of 180 days at the rate of Nil (31 March 2022: 4.90% - 10.00% p.a.) against Letter of Credit issued by another bank having securities as disclosed below)	-	10,300.00
Current Maturities of long term borrowings	32,536.60	34,365.53
Unsecured		
From Others		
Inter-corporate deposits The rate of Interest is 9.25% - 13.50 % p.a. (31 March 2022: 9.25% - 14.00 % p.a.) and are repayable over a period of 180 - 365 days	12,250.00	14,810.00
Total	44,786.60	94,021.71

Below disclosures includes loans transferred to discontinued operations (Refer Note 31 & 53)

* Cash credit (including working capital demand loans) of INR Nil (31 March 2022: INR 34,546.18 lakhs), and Bill discounting of INR Nil (31 March 2022: INR 10,300.00 lakhs) are secured by the first charge by way of hypothecation on the current assets (excluding assets against which specific loans have been availed), both present and future, wherever situated pertaining to the fertilizer division of the Company and the Company's fertilizer division's present and future book debts outstanding, moneys receivable, claims, bills, contracts, engagements, rights and assets excluding some subsidy receivable amount exclusively charged to certain banks and first pari-passu charge by way of mortgage on specific land parcels situated at Zuarinagar, Goa. The entire Working Capital Facilities were paid in full in the month of May 2022

15. Trade payables

(INR in lakhs)

Particulars	Current	
	31 March 2023	31 March 2022
Trade payables		
- Outstanding dues to related parties (Refer Note 37)	11,823.36	9,501.45
- Outstanding dues to micro, small and medium enterprises (Refer Note 34)	29.64	-
- Outstanding dues to others	5,457.30	5,291.41
Total	17,310.30	14,792.86

Notes to the standalone financial statements for the year ended 31 March 2023

Trade payables ageing schedule as at 31 March 2023:

(INR in lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	24.32	0.58	2.35	2.39	29.64
Others	8,026.84	179.36	59.90	9,014.56	17,280.66
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	8,051.16	179.94	62.25	9,016.95	17,310.30

Trade payables ageing schedule as at 31 March 2022:

(INR in lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	3,871.47	221.52	8,512.50	2,187.37	14,792.86
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	3,871.47	221.52	8,512.50	2,187.37	14,792.86

16. Other Financial Liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Other financial liabilities at amortised cost				
Trade deposits - dealers and others	-	-	-	-
- from others	-	-	109.91	35.41
Other deposits (earnest money)	-	-	600.00	600.00
Employee benefit payable	-	-	47.86	50.44
Payable towards capital goods	-	-	30.99	29.50
Interest accrued but not due on borrowings	-	-	463.53	107.21
Other interest payable (Refer Note 37)	-	-	4,404.29	5,282.01
Unclaimed dividends	-	-	2.13	5.81
Total other financial liabilities at amortised cost (b)	-	-	5,658.71	6,110.38
Total other financial liabilities	-	-	5,658.71	6,110.38

Terms and conditions of the above financial liabilities:

Trade payables are normally non-interest bearing. For maturity profile of trade payables and other financial liabilities, Refer Note 41.

For terms and conditions relating to related party payables, Refer Note 37.

For explanations on the Company's credit risk management processes, Refer Note 41.

Break up of financial liabilities carried at amortised cost

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Non current borrowings (Refer Note 13)	20,850.00	28,850.00	32,536.60	34,365.53
Current borrowings (Refer Note 14)	-	-	12,250.00	59,656.18
Trade payables (Refer Note 15)	-	-	17,310.30	14,792.86
Other financial liabilities (Refer Note 16)	-	-	5,658.71	6,110.38
Total financial liabilities carried at amortised cost	20,850.00	28,850.00	67,755.61	1,14,924.95

Notes to the standalone financial statements for the year ended 31 March 2023

17. Other Liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Statutory Liabilities	-	-	241.15	535.28
Contract liabilities - Advances received from customers*	-	-	139.46	2,085.83
Other advances	-	-	1,602.50	1,018.25
Total	-	-	1,983.11	3,639.36

*Includes advances received from related parties of INR Nil (31 March 2022: 1,980 lakhs) (Refer Note 37)

18. Provisions

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Provision for employee benefits				
Gratuity (Refer Note 35)	-	-	-	43.44
Provision for post retirement medical benefit (Refer Note 35)	32.45	52.97	3.90	6.10
Leave encashment (unfunded)	-	-	25.92	56.07
Total	32.45	52.97	29.82	105.61

19. Income tax

The major components of income tax expense for the period ended 31 March 2023 and 31 March 2022 are:

Profit or loss section

(INR in lakhs)

	31 March 2023	31 March 2022
Current income tax:		
Current income tax charge	1,017.04	-
Adjustments of tax relating to earlier years	-	116.17
Deferred tax:		
Adjustments in respect of deferred tax of earlier years	-	-
Relating to origination and reversal of temporary differences	6,742.13	-
Income tax (income)/expense reported in the statement of profit or loss	7,759.17	116.17

OCI section

Deferred tax related to items recognised in OCI during the year:

(INR in lakhs)

	31 March 2023	31 March 2022
Current income tax:		
Net (gain)/Loss on remeasurements of defined benefit plans	(31.06)	(11.72)
Deferred tax charged to OCI	0.98	-
Net (gain)/loss on equity instruments through other comprehensive income	(2,740.25)	(4,079.21)
Deferred tax (credit) to OCI	-	-

Reconciliation of tax expense/ (income) and the accounting profit multiplied by domestic tax rate for 31 March 2023 and 31 March 2022

(INR in lakhs)

	31 March 2023	31 March 2022
Accounting (loss) before Income tax	37,145.54	(8,228.91)
Income tax rate	25.168%	25.168%
At statutory income tax rate	9,348.79	(2,071.05)
Adjustment in respect of tax related to earlier years	-	116.17

Notes to the standalone financial statements for the year ended 31 March 2023

(INR in lakhs)

	31 March 2023	31 March 2022
Tax effect of income that are not taxable in determining taxable profit:		
Other adjustments	-	-
Non-deductible expenses for tax purposes:		
Interest on Micro and Small Enterprises	1.39	6.27
Donation & CSR expenditure	0.99	10.14
Impairment of non-current investment	2.19	-
Loans in subsidiary written off	58.11	-
Unrecognized deferred tax asset	(1,678.03)	2,054.58
Other adjustments	25.73	0.06
At the effective income tax rate	7,759.17	116.17
Income tax expense reported in the statement of profit and loss	7,759.17	116.17
	7,759.17	116.17

Deferred tax:

Promoter Name	As at 01 April 2021	Provided during the year	As at 31 March 2022	Provided during the year	As at 31 March 2023
Deferred tax liability:					
Property, plant and equipment impact of difference between tax depreciation and depreciation/amortisation charged for the financial reporting	5,666.47	612.00	6,278.47	(5,091.90)	1,186.57
Others	3.25	(3.25)	-	-	-
Total deferred tax liability (A)	5,669.72	608.75	6,278.47	(5,091.90)	1,186.57
Deferred tax assets:					
Provision for doubtful debts and advances	2,271.17	(573.41)	1,697.76	(1,687.57)	10.19
Expenses allowable in Income tax on payment basis and deposition of Statutory dues	814.43	(233.33)	581.10	(651.84)	(70.74)
Brought forward losses and unabsorbed depreciation	4,622.80	1,736.68	6,359.48	(4,681.45)	1,678.03
Loss on sale of non current investment	3,695.00	5.35	3,700.35	(3,700.35)	-
Others	1,007.48	(326.54)	680.94	(1,111.85)	(430.91)
Total deferred tax assets (B)	12,410.88	608.75	13,019.63	(11,833.06)	1,186.57
Deferred tax assets (net) (B - A)	6,741.16	-	6,741.16	(6,741.16)	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

During the year ended 31 March 2023, the Company has made assessment regarding the recognition criteria in relation to deferred tax asset and tax balances on the basis of future profitability projections.

Deferred tax on unabsorbed business losses have not been recognised to the extent there are no tax planning opportunities or other evidence of recoverability for the same in the next future.

20. Income tax assets (net)

(INR in lakhs)

	31 March 2023	31 March 2022
Income tax assets - related parties (Refer Note 37 and Note 48)	522.15	522.15
Income tax assets (net)	1717.29	950.57
Total Income tax assets (net)	2239.44	1472.72

Notes to the standalone financial statements for the year ended 31 March 2023

21. Revenue From Operations

(INR in lakhs)

Revenue from contracts with customers	31 March 2023	31 March 2022
Sale of products		
Finished products	14,601.79	4,328.16
Traded products	1,892.49	3,966.39
Other operating revenues		
Scrap sales	6.06	6.52
Revenue from operations	16,500.34	8,301.07

(INR in lakhs)

Timing of revenue recognition	31 March 2023	31 March 2022
Goods transferred to the customers at a point in time	16,500.34	8,301.07
Total revenue from contracts with customers	16,500.34	8,301.07

(INR in lakhs)

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price	31 March 2023	31 March 2022
Revenue as per contracted price	16,442.92	8,288.83
Adjustments		
Sales return	-	-
Discount	57.42	12.24
Revenue from contract with customers	16,500.34	8,301.07

Performance obligation (includes disclosure in relation to discontinued operations (Refer Note 31))

The Company recognises revenue from sale of goods at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. The performance obligation is satisfied upon delivery of the goods and payment is generally due within 15 to 120 days from delivery.

The Company also recognises the subsidy income receivable from the Government of India as per New Pricing scheme for Urea and as per Nutrient Based Subsidy Policy for Phosphatic and Potassic (P&K) Fertilizers at the time of sale of goods to its customers. The Direct Benefit Transfer (DBT) Scheme entails 100% payment of subsidy to the Company on the basis of actual sales by the retailer to the beneficiary, however, the performance obligation of PPL Goa Unit is satisfied upon delivery of the goods to its customer.

The Company does not have any other performance obligation in respect of its supply of goods to the customers.

- Sale of Finished Product and Traded Products include Government subsidies of INR 27,412.64 lakhs, out of which INR 20,662.36 lakhs pertains to discontinued operations (31 March 2022: INR 1,75,542.74 lakhs, out of which INR 1,73,143.34 lakhs pertains to discontinued operations). Subsidies include INR Nil (31 March 2022: INR 658.92 lakhs) in respect of earlier years, notified during the period.
- Subsidy for Urea has been accounted based on notified concession price under New Urea Policy 2015 and other adjustments as estimated in accordance with known policy parameters in this regard. W.e.f 1 October 2020, the Company has accounted Urea subsidy based on the revised energy norms under New Urea Policy 2015. Sale of Urea is related to discontinued operations (Refer Note no. 31)
- Government of India has notified the pooling of Gas in Fertilizer (Urea) sector effective from June 2015. As per the notification domestic Gas is pooled with Re-gasified Liquefied Natural Gas (RLNG) to provide natural Gas at uniform delivered price to all Natural Gas Grid connected Urea manufacturing plants. (Refer Note no 31)

Notes to the standalone financial statements for the year ended 31 March 2023

- d. The subsidy on Phosphatic and Potassic fertilizers has been accounted for as per concession price notified by the Government of India under Nutrient Based Subsidy Policy, from time to time.
- e. W.e.f 1 October 2022, the Company has accounted SSP freight subsidy based on the rate notified by the Government of India through its notification dated 01 September 2022.

22. Other income

(INR in lakhs)

	31 March 2023	31 March 2022
Interest Income on		
Bank deposits	96.69	280.54
Income tax refund	37.24	14.76
Intercompany loans	-	25.99
Debentures	1.61	7.27
Overdue debtors, employee loans etc.	0.24	814.03
Dividend Income on non-current investments	776.98	646.04
Other non-operating income		
Rent received	57.36	-
Excess provision/unclaimed liabilities/unclaimed balances written back	430.80	2,952.75
Profit on disposal of fixed assets (net)	5,578.53	-
Insurance Claim	173.92	-
Miscellaneous income	107.21	219.94
Total	7,260.58	4,961.32

Total interest income (calculated using the effective interest method) for financial assets that are not at fair value through profit or loss

(INR in lakhs)

	31 March 2023	31 March 2022
In relation to Financial assets classified at amortised cost	98.54	1,127.83
Total	98.54	1,127.83

23. Cost of materials consumed

(INR in lakhs)

	31 March 2023	31 March 2022
Inventory at the beginning of the period	1,544.28	86.28
Add : Purchases	11,736.12	4,432.12
Add: Transfer of Stock for captive consumption	-	-
Less: Inventory at the end of the period	(1,455.57)	(1,544.28)
Cost of materials consumed	11,824.83	2,974.12

24. Purchase of Stock-in-Trade

(INR in lakhs)

	31 March 2023	31 March 2022
Traded goods purchase details		
Speciality Fertilisers	1,589.10	4,275.87
Others	-	-
Total	1,589.10	4,275.87

Notes to the standalone financial statements for the year ended 31 March 2023

25. Changes in inventories of finished goods, Stock-in-Trade and work-in-progress

(INR in lakhs)

	31 March 2023	31 March 2022
Inventories at the end of the year		
Finished goods	1,289.42	13.21
Traded goods	-	320.88
Work-in-progress	627.13	239.17
	1,916.55	573.26
Inventories at the beginning of the year		
Finished goods	13.21	14.44
Traded goods	320.88	-
Work-in-progress	239.17	83.28
	573.26	97.72
	(1,343.29)	(475.54)

26. Employee Benefits Expense

(INR in lakhs)

	31 March 2023	31 March 2022
Salaries, wages and bonus	522.31	252.62
Contribution to provident and other funds (Refer Note 35)	0.27	17.31
Leave encashment	12.88	14.01
Gratuity expense (Refer Note 35)	6.11	7.64
Post-retirement medical benefit (Refer Note 35)	4.28	4.31
Staff welfare expenses	7.80	2.85
Total	553.65	298.74

27. Finance Costs

(INR in lakhs)

	31 March 2023	31 March 2022
Interest expense	9,920.20	11,421.66
Other borrowing cost	114.35	201.56
Total	10,034.55	11,623.22

Total interest expense (calculated using the effective interest method) for financial liabilities that are not at fair value through profit or loss

(INR in lakhs)

	31 March 2023	31 March 2022
In relation to Financial liabilities classified at amortised cost	9,920.20	11,421.66
	9,920.20	11,421.66

28. Depreciation and amortization expense

(INR in lakhs)

	31 March 2023	31 March 2022
Depreciation of property, plant and equipment (Refer Note 3 & 4)	352.14	353.05
Total	352.14	353.05

29. Other expenses

(INR in lakhs)

	31 March 2023	31 March 2022
Stores and spares consumed	158.55	58.08
Bagging and other contracting charges	351.32	207.41
Power, fuel and water	916.14	368.20
Outward freight and handling	1,607.56	465.07
Rent	34.87	8.34
Rates and taxes	9.00	9.14
Insurance	26.02	21.35

Notes to the standalone financial statements for the year ended 31 March 2023

Repairs and maintenance		
Plant & machinery	2.00	6.94
Others	67.45	23.09
CSR expenditure (Refer details below)	-	40.27
Legal and Professional	195.15	300.49
Consultancy Charges	1,738.88	108.62
Commission	-	140.04
Payment to statutory auditors (Refer details below)	19.66	98.49
Provision for doubtful debts	40.52	-
Advances write off	-	73.45
Loans given to Subsidiary written off (Refer Note 44)	230.88	-
Interest receivable on loans & advances to Subsidiary written off (Refer Note No 44)	113.11	-
Investment in Subsidiary written off (Refer Note 6(a))	8.72	-
Foreign exchange variation (net)	503.18	-
Miscellaneous expenses	402.17	60.11
Total	6,425.18	1,989.09

Payments to statutory auditors (includes disclosure in relation to discontinued operations (Refer Note 31))

(INR in lakhs)

	31 March 2023	31 March 2022
As statutory auditors		
Audit fees	8.50	8.50
Tax audit fee	3.50	3.50
Limited review fees	2.31	12.00
In other capacity		
Other services (includes certification fees and carve out financials)	5.00	73.50
Reimbursement of expenses	0.35	0.99
Total	19.66	98.49
CSR expenditure:		
Gross amount required to be spent by the Company during the year (under Section 135 of the Companies Act, 2013)	-	-
Amount spent during the year (other than on construction/ acquisition of any asset)	-	40.27
Amount spent during the year (on construction/ acquisition of any asset)	-	-
Amount yet to be spent/ paid	-	-
Total	-	40.27

30. Exceptional Items

(INR in lakhs)

	31 March 2023	31 March 2022
Gain on transfer of fertiliser plant at Goa and associated businesses through slump sale (Refer note (a) below)	1,14,239.04	-
Investment in subsidiary written off (Refer note (b) below)	(69,896.74)	-
Total	44,342.30	-

- (a) Exceptional items for the year ended 31 March 2023 includes INR 1,14,239.04 lakhs representing gain on slump sale as more fully described in Note 31
- (b) Exceptional items for the year ended 31 March 2023 includes INR 69,896.74 lakhs representing impairment loss on investment held in Zuari Farmhub Limited as more fully described in Note 6b

31. Discontinued operations

- i. Pursuant to board approval dated 22 February 2021, the Company entered into a Business Transfer Agreement (BTA) dated 1 March 2021 with Paradeep Phosphates Ltd (PPL), subsidiary of Zuari Maroc Phosphates Private Limited (ZMPPL), a joint venture company (the Company and OCP S.A. hold 50% each of the total equity capital of ZMPPL and ZMPPL holds 80.45% of the share capital of PPL) to transfer its fertilizer plant at Goa and associated businesses as going concern on a slump sale basis for an agreed enterprise value of INR 2,05,225.44 lakhs (converted basis the enterprise value of USD 2800 lakhs as per the BTA).

On 01 June 2022, the Company consummated the sale and transfer of Goa fertiliser plant and associated business to Paradeep Phosphates Ltd (PPL) and recognised pre-tax gain of INR 1,14,239.04 lakhs in the standalone financials for the year ended 31 March 2023 as an exceptional income (Refer Note 30)

Notes to the standalone financial statements for the year ended 31 March 2023

(a) The results of discontinued operations for the year are presented below:

(INR in lakhs)

	31 March 2023	31 March 2022
Revenue		
Revenue from operations	27,883.04	2,51,139.71
Other income	738.48	1,373.10
Total income (I)	28,621.52	2,52,512.81
Cost of raw material and components consumed	16,080.29	1,68,340.59
Purchases of traded goods	2.46	151.44
Changes in inventories of finished goods, traded goods and work in progress	2,726.41	4,264.13
Employee benefits expense	1,007.89	7,147.13
Finance costs	1,803.60	11,573.26
Depreciation and amortization expense	-	-
Other expenses	8,522.40	61,489.02
Total expense (II)	30,143.04	2,52,965.57
(Loss) before tax (I-II)	(1,521.52)	(452.75)
Tax expense		
Current tax	-	-
Deferred tax charge / (credit)	-	-
Income tax expense/ (credit)	-	-
(Loss) after tax	(1,521.52)	(452.75)

(b) The major classes of assets and liabilities as at 31 March 2022 are as follows:

(INR in lakhs)

	31 March 2022
Assets	
Property, plant and equipment and intangible assets (including capital work in progress)	51,679.52
Non-current financial assets	253.07
Other non-current assets	91.40
Inventories	11,891.25
Trade receivables {31 March 2022: Including subsidy of INR 50,807.69.00 lakhs}	53,817.38
Other current financial assets	189.11
Other current assets	15,703.23
Assets held for sale (I)	1,33,624.96
Liabilities	
Non-current financial liabilities	1,389.34
Other non-current liabilities	35.40
Current borrowings	76.10
Trade payables	1,23,889.94
Other current liabilities	58,283.98
Current provisions	1,884.98
Liabilities directly associated with assets held for sale (II)	1,85,559.74
Net assets (I-II)	(51,934.78)

(c) The net cash flows are as follows:

(INR in lakhs)

	31 March 2022
Operating	41,388.80
Investing	(1,104.10)
Financing	(40,284.70)
Net cash flow	-

Notes to the standalone financial statements for the year ended 31 March 2023

(d) Gain on disposal of discontinued operations:

(INR in lakhs)

	31 March 2022
Cash consideration received (net of cost to sell)	1,68,797.46
Net assets/(liabilities) transferred (Refer note (e))	54,558.42
Gain on disposal	1,14,239.04

(e) Information of assets and liabilities transferred

(INR in lakhs)

	31 March 2022
Assets	
Property, plant and equipment and intangible assets (including capital work in progress)	51,648.00
Non-current financial assets	252.50
Other non-current assets	-
Inventories	9,121.30
Trade receivables {31 May 2022: Including subsidy of INR 35,919.50.00 lakhs}	38,959.20
Cash and cash equivalents	-
Other current financial assets	174.40
Other current assets	15,198.20
Assets held for sale (I)	1,15,353.60
Liabilities	
Non-current financial liabilities	1,377.40
Other non-current liabilities	30.30
Current borrowings	76.80
Trade payables	41,051.28
Other current liabilities	16,466.50
Current provisions	1,792.90
Liabilities directly associated with assets held for sale (II)	60,795.18
Net assets/(liabilities) (I-II)	54,558.42

32. Earnings per share (EPS)

Basic and diluted EPS amounts are calculated by dividing the profit / (loss) for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

(INR in lakhs)

	31 March 2023	31 March 2022
Profit/(Loss) attributable to equity holders of the Company:		
Continuing operations (INR in lakhs) (a)	30,907.89	(7,892.33)
Discontinued operations (INR in lakhs) (b)	(1,521.52)	(452.75)
Profit/(Loss) attributable to equity holders of the Company (INR in lakhs) (c=a+b)	29,386.37	(8,345.08)
Weighted average number of shares used in computing earnings per share	4,20,58,006	4,20,58,006
Basic and diluted from continuing operations (in INR)	73.49	(18.77)
Basic and diluted from discontinued operations (in INR)	(3.62)	(1.08)
Basic and diluted from continuing and discontinued operations (in INR)	69.87	(19.85)
Face value per share (in INR)	10.00	10.00

Notes to the standalone financial statements for the year ended 31 March 2023

33. Components of Other Comprehensive Income (OCI) :

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended 31 March 2023

(INR in lakhs)

	Equity instruments through Other Comprehensive Income	Surplus / (deficit) in the statement of profit and loss
Re-measurement gains on defined benefit plans	-	(3.89)
Income tax effect	-	0.98
Net gain on equity instruments through Other Comprehensive Income	2,740.25	
Income tax effect	-	
	2,740.25	(2.91)

During the year ended 31 March 2022

(INR in lakhs)

	Equity instruments through Other Comprehensive Income	Surplus / (deficit) in the statement of profit and loss
Re-measurement gains on defined benefit plans	-	11.72
Income tax effect	-	-
Net gain on equity instruments through Other Comprehensive Income	4,079.21	-
Income tax effect	-	-
	4,079.21	11.72

34. Dues to Micro, Small and Medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

(INR in lakhs)

	31 March 2023	31 March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
- Principal amount due to micro and small enterprises	29.64	175.21
- Interest due on above	5.52	24.90
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year#	5.52	344.91
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	5.52	24.90

Interest accrued for the year ended 31 March 2022, INR 344.91 lakhs transferred to Paradeep Phosphates Ltd. as a part of BTA.

Notes to the standalone financial statements for the year ended 31 March 2023

35. Gratuity and other post-employment benefit plans

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
- Gratuity Plan-Asset/(Liability)	56.27	(43.45)
- Provident Fund -Asset*	17.37	132.59
- Post Retirement Medical Benefit Plan - (Liability)	(36.37)	(59.08)
Total	37.27	30.06

* Plan assets of INR 17.37 lakhs (31 March 2022 : INR 132.59 lakhs) have not been recognised in the financial statements, as the surplus of the trust, is distributable among the beneficiaries of the provident fund trust. The above includes amount contributed by Zuari Industries Limited (related party of the Company).

a) Gratuity

Gratuity (being administered by a Trust) is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement/termination/resignation. The Gratuity plan for the Company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust has taken an insurance policy, whereby these contributions are transferred to the insurer. The Company makes provision of such gratuity asset/liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

b) Provident Fund

As per Ind-AS 19, Employee Benefits, provident funds setup by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. Actuarial valuation of Provident Fund was carried out in accordance with the guidance note issued by Actuary Society of India.

c) Post Retirement Medical Benefit Plan

The Company has a defined benefit post retirement medical benefit plan, for its employees. The Company provides medical benefit to those employees who leave the services of the Company on retirement. As per the plan, retired employee and the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. In case of death of retired employee, the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. The plan is not funded by the Company.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Net employee benefits expense (recognized in employee cost) for the year ended

(INR in lakhs)

Particulars	Gratuity	
	31 March 2023	31 March 2022
Current service cost	2.97	4.43
Net interest cost	3.15	3.21
Total	6.12	7.64

(INR in lakhs)

Particulars	Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022
Current service cost	-	-
Net interest cost	4.28	4.31
Total	4.28	4.31

Notes to the standalone financial statements for the year ended 31 March 2023

Amount recognised in other comprehensive income for the year ended

(INR in lakhs)

Particulars	Gratuity	
	31 March 2023	31 March 2022
Actuarial (gain)/ loss		
- change in financial assumptions	(0.18)	(1.31)
- experience variance (i.e. Actual experience vs assumptions)	4.07	(10.41)
Total	3.89	(11.72)

(INR in lakhs)

Particulars	Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	-	2.68
- change in financial assumptions	(0.38)	(1.52)
- experience variance (i.e. Actual experiences assumptions)	(26.61)	(10.23)
Total	(26.99)	(9.07)

Changes in the present value of the defined benefit obligation for the year ended

Gratuity:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening defined obligation	43.45	47.53
Current service cost	2.97	4.43
Interest cost	3.15	3.21
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	-	-
- change in financial assumptions	(0.18)	(1.31)
- experience variance (i.e. Actual experiences assumptions)	4.07	(10.41)
Benefits paid	-	-
Transfer in	27.88	-
Transfer out	(55.16)	-
Defined benefit obligation	26.18	43.45

Provident Fund:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening defined obligation	12,255.36	12,446.79
Current service cost	40.65	182.74
Interest cost	809.21	803.39
Contributions by Employee / plan participants	148.76	464.25
Benefits Paid out of funds	(2,532.06)	(1,736.57)
Re-measurement (or Actuarial) (gain) / loss arising from :		
- experience variance	187.22	128.44
- change in financial assumptions	(10.88)	(65.26)
Settlements / transfer in	155.88	31.58
Defined benefit obligation	11,054.14	12,255.36

Notes to the standalone financial statements for the year ended 31 March 2023

Post Retirement Medical Benefit Plan:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening defined obligation	59.08	63.84
Interest cost	4.28	4.31
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	-	2.68
- change in financial assumptions	(0.38)	(1.52)
- experience variance (i.e. Actual experiences assumptions)	(26.61)	(10.23)
Defined benefit obligation	36.37	59.08

Changes in the fair value of plan assets for the year ended

Gratuity:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening fair value of plan assets	-	-
Interest income	-	-
Return on plan assets (excluding amounts included in net interest expense) - Other Comprehensive Income	-	-
Contribution by Employer	-	-
Benefits paid	-	-
Transfer In/(Out)	82.45	-
Transferred to discontinued operations	-	-
Closing fair value of plan assets	82.45	-

The Company (Continued operations) expects to contribute INR Nil (31 March 2022 : INR Nil) to gratuity fund in the next financial year.

Provident Fund:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening fair value of plan assets	12,387.95	12,564.23
Interest income	817.99	810.92
Return on plan assets (excluding amounts included in net interest expense) - Other Comprehensive Income	76.24	158.81
Employer Contribution	36.17	170.96
Plan participants/ Employee contribution	148.76	464.25
Benefits paid	(2,532.06)	(1,736.57)
Settlements / Transfer in	136.46	(44.65)
Closing fair value of plan assets	11,071.51	12,387.95

The Company expects to contribute INR 17.37 lakhs (31 March 2022 : INR 201.01) to provident fund trust in the next financial year.

Gratuity:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Investment with insurer (Life Insurance Corporation of India)	82.45	-

Provident Fund (Managed Through Trust)

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Equities and related investments	697.51	557.29
Other Government Securities	4,860.39	5,645.93
Other Debt instruments	4,151.82	3,246.05
Others	1,361.79	2,938.68

The overall expected rate of return is determined based on the market prices prevailing at that date, applicable to the year over which the obligation is to be settled. These rates are different from the actual rate of return during the current year.

Notes to the standalone financial statements for the year ended 31 March 2023

Investment pattern in plan assets:

(INR in lakhs)

Particulars	Gratuity		Provident fund	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Funds managed by insurance companies	100%	100%	0%	0%
Funds managed by trust	0%	0%	100%	100%

The principal assumptions used in determining benefit obligation for the Company's plans are shown below:

Particulars	Gratuity		Provident fund		Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Discount rate (in %)	7.45%	7.25%	7.45%	7.25%	7.45%	7.25%
Salary Escalation (in %)	8% for first 2 years and 6.5% thereafter	8% for first 2 years and 6.5% thereafter	-	-	-	-
Mortality Rate (in %)(Upto Normal Retirement Age)	100%	100%	100%	100%	100% of IALM 2012-14	100% of IALM 2012-14
Mortality Rate (in %)(Above Normal Retirement Age)	N.A.	N.A.	N.A.	N.A.	90% of LIC 96-98 mod ult.	90% of LIC 96-98 mod ult.
Withdrawal rate (per annum)	1%-3%	1%-3%	1%-3%	1%-3%	-	-

A quantitative sensitivity analysis for significant assumption for the Company are as shown below:

Gratuity Plan

(INR in lakhs)

Assumptions	31 March 2023		31 March 2023		31 March 2023		31 March 2023	
	Discount rate		Future salary increases		Attrition rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
Impact on defined benefit obligation	(2.40)	2.76	2.75	(2.43)	0.08	(0.10)	0.00	(0.01)

(INR in lakhs)

Assumptions	31 March 2022		31 March 2022		31 March 2022		31 March 2022	
	Discount rate		Future salary increases		Attrition rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
Impact on defined benefit obligation	(3.50)	3.94	3.92	(3.55)	0.05	(0.08)	(0.01)	(0.02)

A quantitative sensitivity analysis for significant assumption for the Company are as shown below:

Provident Fund

(INR in lakhs)

Assumptions	31 March 2023	
	Interest Rate Guarantee	
Sensitivity Level	1% increase	1% decrease
Impact on defined benefit obligation	272.34	(133.43)

Notes to the standalone financial statements for the year ended 31 March 2023

(INR in lakhs)

Assumptions	31 March 2022	
	Interest Rate Guarantee	
Sensitivity Level	1% increase	1% decrease
Impact on defined benefit obligation	323.33	(159.15)

Post Retirement Medical Benefit Plan

(INR in lakhs)

Assumptions	31 March 2023		31 March 2023	
	Discount rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
Impact on defined benefit obligation	(2.14)	2.25	(1.03)	1.01

(INR in lakhs)

Assumptions	31 March 2022		31 March 2022	
	Discount rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
Impact on defined benefit obligation	(3.46)	3.67	(1.66)	1.66

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

Maturity Profile of Defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis):

(INR in lakhs)

Particulars	Gratuity		Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Within the next 12 months (next annual reporting period)	2.29	2.30	3.90	6.10
Between 1 and 5 years	3.98	5.29	13.98	21.88
Between 5 and 10 years	13.62	34.47	13.30	21.48
Beyond 10 years	43.30	47.81	13.54	23.81

The average duration of the defined benefit plan obligation at the end of the reporting period is 6-10 years (31 March 2022 : 6-9 years).

36. Commitments and contingencies

A. Contingent liabilities:

Claims against the Company not acknowledged as debts

(INR in lakhs)

	31 March 2023	31 March 2022
I Demands / Claims from Government Authorities		
(A) Demands from Income Tax Authorities		
i) Demands in respect of assessment year 2012-13 for disallowances mainly on account of loss on sale of fertiliser bonds for which an appeal is pending with ITAT.	1,519.66	1,519.66
ii) Demands in respect of assessment year 2013-14 for disallowances u/s 14A on account of expenditure for earning exempt income for which an appeal is pending with ITAT.	320.88	320.88

Notes to the standalone financial statements for the year ended 31 March 2023

(INR in lakhs)

	31 March 2023	31 March 2022
iii) Demands in respect of assessment year 2014-15 for disallowances u/s 14A on account of	292.20	292.20
iv) Demands in respect of assessment year 2016-17 for disallowances u/s 14A on account of expenditure for earning exempt income for which an appeal is pending with ITAT. expenditure for earning exempt income, depreciation on Goodwill and unrealised exchange loss for which an appeal is pending with CIT (Appeals)	1,505.87	1,505.87
v) Demands in respect of assessment year 2017-18 for disallowances u/s 14A on account of expenditure for earning exempt income, depreciation on Goodwill and unrealised exchange loss for which an appeal is pending with CIT (Appeals)	1,433.95	1,433.95
vi) Demand in respect of assessment year 2018-19 for disallowances of depreciation on Goodwill and claim u/s 115JB(2C)	12.95	12.95
vii) Income-tax advance to Zuari Global Limited against earlier years demand pertains to Fertiliser Business in relation to Demerger happened in financial year 2011-12	522.16	522.16
(B) Demands from Sales Tax and Other Authorities		
i) Exparte Order received from Commercial Tax Department Lucknow, UP for the month of May 2016 to July 2016, September 2016, October 2016 and December 2016, remanded back to assessing officer.	-	14.34
ii) Penalty order received for delay in payment of tax from Commercial Tax Department Lucknow, UP towards financial year 2016-17, remanded back to assessing officer.	-	9.23
iii) Demand notice from Commercial Tax Department, Jaipur towards Excess Input Tax Credit availed for the periods 2011-12 and 2013-14 in respect of Company	-	32.10
iv) Demand Notice from commercial tax department Meerut, UP towards financial year 2009-10	2.78	52.76
v) Demand Notice from commercial tax department Meerut, UP towards financial year 2013-14 on account of tax rate difference	16.40	16.40
vi) Demand Notice from commercial tax department Telangana towards Short ITC reversal on stock transfers	-	8.85
vii) Exparte Order received from Commercial Tax Department, UP for the year 2016-17. Remanded back to assessing officer vide order no. 276,277 dated 21st April 2022.	-	67.00
viii) Demand Notice from Commercial Tax Department, Maharashtra towards suppression of sale, disallowance of ITC on purchases for the year 2016-17	290.36	257.88
ix) Demand Notice from Commercial Tax Department, Maharashtra towards non submission of supporting documents for F Form for the year 2016-17	-	7.62
x) Demand Notice from Commercial Tax Department, Maharashtra towards suppression of sale, disallowance of ITC on purchases & non submission of supporting documents for F Form for the year 2017-11	15.27	15.27
xi) Demand Notice from Commercial Tax Department, Odisha towards non submission of supporting documents for F Form for the year 2016-17	-	2.09
xii) Demand Notice from Commercial Tax Department, Meerut, UP towards tax on subsidy for the year 2014-15	29.76	-
II Other claims against the Company not acknowledged as debts*		
i) Claims against the Company not acknowledged as debts	1,386.06	100.01
III Contingent liabilities transferred to Paradeep Phosphates Ltd. as a part of BTA.		
i) Demand Notice from commercial tax department Goa towards non-registration under Goa Green Cess Act, 2013 as being importer of natural gas		4,291.34
ii) Demand notice from CGST, Goa on account of GST refund on services under inverted duty structure from July 2017 to March 2018 towards financial year 2017-18		2,767.33
iii) Interest appropriation on Demand raised by CGST, Goa on account of GST refund on services under inverted duty structure from July 2017 to March 2018 towards financial year 2017-18		756.26
iv) Demand notice from GST department, Gujarat towards recovery of refund issued erroneously for the month of August 2017		492.49

* Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision there against is considered necessary.

Notes to the standalone financial statements for the year ended 31 March 2023

v) Demand notice from Customs department, Mumbai towards non eligibility of exemption under notification no. 04/06–CE dt 1 March 2006 (as amended by notification no. 4/2011–CE dt. 1 March 2011) towards Counter–Vailing Duty (CVD) for the imports at Navasheva port for the period 24 March 2011 to 2 December 2011. Appeal filed with West Zonal Branch of the Customs, Excise and Service Tax Appellate Tribunal at Mumbai.	26.10
vi) Demand notice from Customs Department, Chennai towards denial of import of MOP at concessional rate of duty for the period 1 April 2001 to 28 February 2006. The Company has filed appeal with South Regional branch of the Customs, Excise and Service Tax Appellate Tribunal at Bangalore.	284.74
vii) Demand notice from Customs Department, Chennai towards denial of import of MOP at concessional rate of duty for the period 2002–03 and 2003–04. Appeal filed with South Regional branch of the Customs, Excise and Service Tax Appellate Tribunal at Bangalore.	148.28
viii) Customs Duty Differential on finalised Bill of Entries–Dharamatar Port–Order by Deputy Commissioner of Customs(P) Alibaug Division	71.02
ix) Demand from Directorate of Revenue Intelligence towards wrongful availment of exemption notification based on SEIS scrips	140.52
x) Demand for wrongful availment of Transitional credit in the state of West Bengal	-

B. Financial guarantees:

(INR in lakhs)

	31 March 2023	31 March 2022
Aggregate amount of guarantees issued by the banks to various Government Authorities and Others**	126.00	695.12

**Bank guarantees of INR 126.00 lakhs (31 March 2022 : INR 695.12 lakhs) are secured by a 100% cash margin. Bank guarantees Includes amount related to discontinued operation (Refer Note 31).

C. Commitments:

(INR in lakhs)

	31 March 2023	31 March 2022
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)#	334.20	4,006.60

includes amount related to discontinued operations (Refer Note 31)

37. Related party transactions

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', names of the related parties, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods are:

(i) Subsidiaries of the Company

- 1) Mangalore Chemicals and Fertilisers Limited
- 2) Adventz Trading DMCC (Under Liquidation)
- 3) Zuari Farmhub Limited (ZFL)

(ii) Joint ventures of the Company

- 1) Zuari Maroc Phosphates Private Limited
- 2) Paradeep Phosphates Limited (PPL) – Subsidiary of Zuari Maroc Phosphates Private Limited

(iii) Key Management Personnel of the Company

- 1) Mr. Saroj Kumar Poddar - Chairman, Non-Executive Director
- 2) Mr. Nitin M Kantak - Executive Director
- 3) Mr. N. Suresh Krishnan - Non-Executive Director (Upto 29 October 2022)
- 4) Mr. Akshay Poddar - Non-Executive Director
- 5) Mr. Marco Wadia - Independent Director (Upto 31 March 2022)
- 6) Mr. Dipankar Chatterji - Independent Director
- 7) Mr. L.M.Chandrasekaran - Independent Director (Upto 12 June 2022)
- 8) Ms. Reena Suraiya - Independent Director (w.e.f. 24 June 2021)
- 9) Mr. Amandeep - Independent Director (w.e.f. 29 May 2022)

Notes to the standalone financial statements for the year ended 31 March 2023

- 10) Mr. Sanjeev Lall - Independent Director (w.e.f. 01 September 2022)
- 11) Mr. Athar Shahab - Non Executive Director (w.e.f. 05 November 2022)
- 12) Mr. Raj Kumar Gupta - Chief Financial Officer (upto 10 June 2022)
- 13) Mr. Manish Malik - Chief Financial Officer (w.e.f. 06 October 2022)
- 14) Mr. Vijayamahantesh Khannur - Company Secretary (upto 10 June 2022)
- 15) Mr. Manoj Dere - Company Secretary (w.e.f. 01 February 2023)

(iv) Parties having significant influence

- 1) Zuari Industries Limited (formerly Zuari Global Limited)
- 2) Indian Furniture Products Limited (IFPL)
- 3) Forte Furniture Products (India) Private Limited (Joint Venture of Zuari Global Limited)
- 4) Simon India Limited
- 5) Zuari Management Services Limited
- 6) Zuari Infraworld India Limited
- 7) Zuari Finserv Limited
- 8) Zuari Investments Limited
- 9) Gobind Sugar Mills Limited (Merged with Zuari Industries Ltd)
- 10) Zuari Indian Oil Tanking Private Limited (Joint Venture of Zuari Industries Limited)
- 11) Adventz Finance Private Limited

(vi) Details of Post Employment Benefit Plans managed through separate trusts (para 9 (b) (v) of Ind AS 24)

- 1) Zuari Industries Limited Employee Provident Fund
- 2) Zuari Industries Limited Senior Staff Superannuation Fund
- 3) Zuari Industries Limited Non Management Employees Pension Fund
- 4) Zuari Industries Limited Gratuity Fund

Following transactions were carried out with related parties in the ordinary course of business for the year ended :-

(INR in lakhs)

Sl. No.	Transaction details	31 March 2023				31 March 2022			
		Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
1	Expenses incurred on their behalf								
	- Paradeep Phosphates Limited	-	502.36	-	-	-	154.76	-	-
	- Mangalore Chemicals and Fertilizers Limited	-	-	-	-	72.59	-	-	-
	- Zuari Indian Oil Tanking Private Limited	-	-	0.04	-	-	-	0.06	-
	- Zuari Industries Limited	-	-	-	-	-	-	0.72	-
	- Zuari Farmhub Limited	17.40	-	-	-	153.23	-	-	-
2	Expenses incurred on our behalf								
	- Paradeep Phosphates Limited	-	52.91	-	-	-	-	-	-
	- Zuari Industries Limited	-	-	2.21	-	-	-	-	-
3	Service charges paid								
	- Zuari Management Services Limited	-	-	31.51	-	-	-	131.22	-
	- Zuari Finserv Limited	-	-	11.52	-	-	-	24.35	-
	- Zuari Indian Oil Tanking Private Limited	-	-	-	-	-	-	0.59	-

Notes to the standalone financial statements for the year ended 31 March 2023

(INR in lakhs)

Sl. No.	Transaction details	31 March 2023				31 March 2022			
		Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
4	Tolling & Allied Services/Other Income - Paradeep Phosphates Limited	-	642.24	-	-	-	905.25	-	-
5	Transfer of employee benefits - Paradeep Phosphates Limited - Mangalore Chemicals and Fertilizers Limited - Zuari Industries Limited - Zuari Farmhub Limited	- 103.72 - 104.55	25.64 - - -	- - 30.51 -	- - - -	- - - -	0.52 - - -	- - - -	- - - -
6	Purchase of raw materials - Paradeep Phosphates Limited	-	7,653.45	-	-	-	32,147.52	-	-
7	Sale of finished goods - Paradeep Phosphates Limited - Zuari Farmhub Limited	- 2,475.13	- -	- -	- -	- 7,933.85	19,613.07 -	- -	- -
8	Sale of Goa Fertiliser Plant - Paradeep Phosphates Limited	-	1,68,797.46	-	-	-	-	-	-
9	Sale of Raw Material - Paradeep Phosphates Limited	-	3,503.49	-	-	-	5,674.24	-	-
10	Interest paid - Paradeep Phosphates Limited - Mangalore Chemicals and Fertilizers Limited (net of reversal of INR 405.75 lakhs (31 March 2022 : INR Nil))	- 337.74	55.64 -	- -	- -	- 1,146.96	- -	- -	- -
11	Interest income on loan/ deposit/ trade receivable - Adventz Trading DMCC - Zuari Farmhub Limited	- 1.61	- -	- -	- -	25.99 362.25	- -	- -	- -
12	Inter corporate deposits taken - Adventz Finance Private Limited	-	-	10,000.00	-	-	-	-	-
13	Inter corporate deposits paid - Adventz Finance Private Limited	-	-	10,000.00	-	-	-	-	-
14	Interest paid on Inter corporate deposits - Zuari Industries Limited - Zuari Management Services Limited - Adventz Finance Private Limited	- - -	- - -	4,500.00 1,402.50 919.74	- - -	- - -	- - -	4,500.00 1,402.50 921.96	- - -
15	Rent paid - Zuari Industries Limited - Zuari Infraworld India Limited - Adventz Finance Private Limited	- - -	- - -	2.31 - 14.91	- - -	- - -	- - -	22.91 4.69 58.92	- - -
16	Rent received - Paradeep Phosphates Limited	-	54.00	-	-	-	-	-	-

Notes to the standalone financial statements for the year ended 31 March 2023

(INR in lakhs)

Sl. No.	Transaction details	31 March 2023				31 March 2022			
		Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
17	Service Income - Zuari Farmhub Limited - Paradeep Phosphates Limited	- -	- 106.09	- -	- -	174.00 -	- -	- -	- -
18	Dividend received - Mangalore Chemicals and Fertilizers Limited	768.34	-	-	-	640.28	-	-	-
19	Investment in compulsory convertible debentures (CCD) - Zuari Farmhub Limited	-	-	-	-	35,000.00	-	-	-
20	Advance received againsts Business Transfer Agreement/land sale - Paradeep Phosphates Limited	-	1,100.00	-	-	-	39,900.00	-	-
21	Contribution to gratuity fund	-	-	5.37	-	-	-	3.92	-
22	Contribution to superannuation fund	-	-	24.86	-	-	-	91.61	-
23	Contribution to provident fund (including employees contribution)	-	-	169.35	-	-	-	539.78	-
24	Contribution to contributory pension fund (including employees contribution)	-	-	15.89	-	-	-	60.58	-

Terms and conditions of transactions with related parties

The transactions of sale and purchases with related parties are made on terms equivalent to those prevailing in arm's length transactions. The outstanding balances at the year end of trading activities are generally unsecured. Interest is charged as per terms of the contract with the related parties which is at arm's length. The net outstanding balances are settled generally in cash.

There have been no guarantees provided or received for any related party receivables or payables.

For the year ended 31 March 2023, the Company has written off of Rs 343.99 lakhs (31 March 2022 : INR Nil) loan(including interest) given to subsidiary(Adventz Trading DMCC).

Compensation of key management personnel of the Company**

(INR in lakhs)

	31 March 2023	31 March 2022
Short-term employee benefits	106.02	183.24
Retirement benefits	5.38	8.00
Sitting Fee	38.90	36.00
Total compensation paid to key management personnel	150.30	227.24

**The amount disclosed above are the amounts recognised during the reporting period related to key management personnel. As the liabilities for the gratuity and compensated absence is provided on an actuarial basis for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable and therefore not included above.

includes amount related to discontinued operations (Refer Note 31)

Notes to the standalone financial statements for the year ended 31 March 2023

Balance Outstanding as on:

(INR in lakhs)

Sl. No.	'Particulars	31 March 2023				31 March 2022			
		Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
1	Loan given : - Adventz Trading DMCC	-	-	-	-	199.12	-	-	-
2	Trade payables : - Mangalore Chemicals and Fertilizers Limited - Paradeep Phosphates Limited - Zuari Industries Limited - Zuari Finserv Limited - Zuari Management Services Limited - Zuari Infraworld India Limited - Adventz Finance Private Limited	8,051.85 - - - - - -	- 3,760.42 - - - - -	- - 7.75 3.33 - - -	- - - - - - -	8,030.90 - 70,367.99 - - - - -	- - - - - - -	- - 105.27 1.78 19.85 5.06 10.73	- - - - - - -
3	Interest payable : - Mangalore Chemicals and Fertilizers Limited - Paradeep Phosphates Limited - Zuari Industries Limited - Zuari Management Services Limited	4,300.19 - - -	- 55.64 - -	- - - -	- - - -	3,962.46 - - -	- 2,364.29 - -	- - 865.94 297.28	- - - -
4	Trade receivable/ Other receivable : - Paradeep Phosphates Limited - Zuari Farmhub Limited - Zuari Industries Limited	- 165.37 -	1,434.89 - -	- - 21.91	- - -	- 3,415.18 -	- - -	- - -	- - -
5	Interest accrued/received on loan/ deposit/ trade receivable : - Adventz Trading DMCC - Zuari Farmhub Limited	- 1.61	- -	- -	- -	113.11 348.14	- -	- -	- -
6	Capital advance : - Paradeep Phosphates Limited	-	1,100.00	-	-	-	-	-	-
7	Security deposits given : - Zuari Infraworld India Limited	-	-	-	-	-	-	29.33	-
8	Advance given for income tax liability : - Zuari Industries Limited	-	-	522.15	-	-	-	522.15	-
9	Advance to Employee - Mr. Sunil Sethy	-	-	-	81.00	-	-	-	81.00
10	Inter corporate deposits - Zuari Industries Limited - Zuari Management Services Limited - Adventz Finance Private Limited	- - -	- - -	30,000.00 9,350.00 10,000.00	- - -	- - -	- - -	30,000.00 9,350.00 10,000.00	- - -
11	Advance from customers/others - Mangalore Chemicals and fertilizers Limited - Paradeep Phosphates Limited	- - -	- - -	- - -	- - -	1,980.00 -	- 39,900.00	- -	- -
12	Trade deposit received : - Gobind Sugar Mills Limited	-	-	-	-	-	-	0.50	-
13	Gratuity fund balance :	-	-	1,207.07	-	-	-	1,272.31	-
14	Provident fund balance* :	-	-	11,049.07	-	-	-	12,387.95	-

*Includes amount contributed by Zuari Industries Limited (related party of the Company).

#includes amount related to discontinued operations (Refer Note 31)

Notes to the standalone financial statements for the year ended 31 March 2023

38. Segment Information

Information regarding primary segment reporting as per Ind AS-108

The Company is engaged in the business of manufacturing, trading and marketing of chemical fertilizers and fertilizer products which according to the management, is considered as the only business segment.

Accordingly, no separate segmental information has been provided herein.

Geographical segments

The Company operates in India and therefore caters to the needs of the domestic market. Therefore, there is only one geographical segment and hence, geographical segment information is not required to be disclosed.

Revenue from single customer i.e. subsidy income from Government of India amounted to INR 27,412.64 lakhs (31 March 2022 : INR 1,75,542.74 lakhs) arising from sales in the fertilizers segment, including discontinued operations of INR 20,662.36 lakhs (31 March 2022 : INR 1,73,143.34 lakhs (Refer Note 31)).

39. Fair Values#

The Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in lakhs)

Particulars	Carrying value		Fair value	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Financial assets				
Investments:				
Investment in quoted equity share at FVTOCI	455.72	1,442.71	455.72	1,442.71
Investment in unquoted equity share at FVTOCI	5,537.00	2,764.80	5,537.00	2,764.80
Others:				
Loans and advances to related parties and interest thereon	-	312.23	-	312.23
Employee loans and interest thereon	-	24.26	-	24.26
Security deposits	61.42	309.01	61.42	309.01
Other financial assets	1,914.70	436.95	1,914.70	436.95
	7,968.84	5,289.97	7,968.84	5,289.96
Financial Liabilities				
Borrowings				
Long term borrowings	20,850.00	64,680.97	20,850.00	64,680.97
Short term borrowings	44,786.60	59,656.18	44,786.60	59,656.18
Others:				
Other financial liabilities	5,658.71	22,623.38	5,658.71	22,623.38
Total financial liabilities	71,295.31	1,46,960.53	71,295.31	1,46,960.53

The management assessed that cash and cash equivalents, trade receivables and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

Borrowings are primarily Indian domestic long-term rupee loans wherein interest rates are linked to benchmark rates (Marginal Cost of Lending Rates/ Prime Lending Rates) of respective lenders. These benchmark rates are determined based on cost of funds of the lenders, as well as, market rates. The benchmark rates are periodically revised by the lenders to reflect prevalent market conditions. Accordingly, effective cost of debt for Borrowings at any point of time is in line with the prevalent market rates. Due to these reasons, management is of the opinion that they can achieve refinancing, if required, at similar cost of debt, as current effective interest rates. Hence, the discounting rate for calculating the fair value of Borrowings has been taken in line with the current cost of debt.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

#For the year ended 31 March 2022, balances includes related to discontinued operations (Refer Note 31)"

Notes to the standalone financial statements for the year ended 31 March 2023

The following methods and assumptions were used to estimate the fair values:

- (i) Security deposits / Employee loans - The fair value of security deposits / employee loans approximates the carrying value and hence, the valuation technique and inputs have not been given.
- (ii) The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- (iii) The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis are as shown below:

	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
As on 31 March 2023 Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate	WACC 18.04% & LTGR 4.00%	Increase in WACC and decrease in LTGR by 0.50% would result in decrease in fair value by INR 25.92 lakhs and Decrease in WACC and increase in LTGR by 0.50% would result in increase in fair value by INR 27.36 lakhs respectively.
As on 31 March 2022 Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate (LTGR)	WACC 14.10% & LTGR 4.00%	Increase in WACC and decrease in LTGR by 0.50% would result in decrease in fair value by INR 56.16 lakhs and Decrease in WACC and increase in LTGR by 0.50% would result in increase in fair value by INR 50.40 lakhs respectively.

Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets:

(INR in lakhs)

As at 31 March 2021	692.64
Re-measurement gain recognised in OCI	2,072.16
Purchases	-
Sales	-
As at 31 March 2022	2,764.80
Re-measurement loss recognised in OCI	2,772.20
Purchases	-
Sales	-
As at 31 March 2023	5,537.00

40. Fair value measurements

(i) Financial instruments by category

(INR in lakhs)

	31 March 2023			31 March 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments-						
Investment in quoted equity share at FVTOCI	-	455.72	-	-	1,442.71	-
Investment in unquoted equity share at FVTOCI	-	5,537.00	-	-	2,764.80	-
Loans and interest thereon	-	-	-	-	-	336.49
Security deposits	-	-	61.42	-	-	309.01
Trade receivables	-	-	4,294.42	-	-	54,891.93
Cash and cash equivalents	-	-	921.96	-	-	562.20
Bank balances other than above	-	-	211.33	-	-	6,408.37
Other financial assets	-	-	1,853.28	-	-	436.95
Total Financial assets	-	5,992.72	7,342.41	-	4,207.51	62,944.95

Notes to the standalone financial statements for the year ended 31 March 2023

Financial liabilities						
Borrowings	-	-	65,636.60	-	-	1,24,337.15
Trade payables	-	-	17,310.30	-	-	1,38,682.88
Payable for capital goods	-	-	30.99	-	-	29.50
Others	-	-	5,627.72	-	-	22,593.88
Total Financial liabilities	-	-	88,605.61	-	-	2,85,643.40

(ii) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2023 :

(INR in lakhs)

Particulars	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2023	455.72	455.72	-	-
Investment in unquoted equity share at FVTOCI	31 March 2023	5,537.00	-	-	5,537.00
Assets for which fair values are disclosed					
Other financial assets	31 March 2023	1,914.70	-	1,914.70	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2023 :

(INR in lakhs)

Particulars	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Liabilities for which fair values are disclosed					
Long term borrowings	31 March 2023	20,850.00	-	20,850.00	-
Short term borrowings	31 March 2023	44,786.60	-	44,786.60	-
Other financial liabilities	31 March 2023	5,658.71	-	5,658.71	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2022 :

(INR in lakhs)

Particulars	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2022	1,442.71	1,442.71	-	-
Investment in unquoted equity share at FVTOCI	31 March 2022	2,764.80	-	-	2,764.80
Assets for which fair values are disclosed					
Loans and advances to related parties and interest thereon	31 March 2022	312.23	-	312.23	-
Employee loans and interest thereon	31 March 2022	24.26	-	24.26	-
Security deposits	31 March 2022	309.01	-	309.01	-
Other financial assets	31 March 2022	436.95	-	436.95	-

Notes to the standalone financial statements for the year ended 31 March 2023

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2022 :

(INR in lakhs)

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Liabilities for which fair values are disclosed					
Long term borrowings	31 March 2022	64,680.97	-	64,680.97	-
Short term borrowings	31 March 2022	59,656.18	-	59,656.18	-
Other financial liabilities	31 March 2022	22,623.38	-	22,623.38	-

There have been no transfers between level 1, level 2 and level 3 during the year.

#includes amount related to discontinued operations (Refer Note 31)

41. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds investments and enters into derivative transactions. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks.

The Company's risk management is carried out by a treasury department under policies approved by the Board of directors of the Company. The treasury department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The Board of directors (Committee of directors for Banking and Finance) provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, investments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at 31 March 2023 and 31 March 2022.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations, provisions, and other non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

-The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2023 and 31 March 2022 .

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(INR in lakhs)

Particulars	Increase/ decrease in basis points	Effect on profit before tax
For the year ended 31 March 2023		
INR Borrowings	+50	(371.18)
INR Borrowings	-50	371.18
For the year ended 31 March 2022		
INR Borrowings	+50	(247.06)
INR Borrowings	-50	247.06

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Notes to the standalone financial statements for the year ended 31 March 2023

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company uses foreign exchange forward contracts to manage its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to 7 months.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of various currencies with INR, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

For the year ended 31 March 2023

(INR in lakhs)

Particulars	Change in foreign currency rate	Effect on profit before tax
USD	+5%	-
	-5%	-

For the year ended 31 March 2022

(INR in lakhs)

Particulars	Change in foreign currency rate	Effect on profit before tax
USD	+5%	(1,212.08)
	-5%	1,212.08

c) Commodity price risk

- (i) The Company's operating activities require the ongoing purchase of natural gas. Natural gas being an international commodity is subject to price fluctuation on account of the change in the crude oil prices, demand supply pattern of natural gas and exchange rate fluctuations. The Company is not affected by the price volatility of the natural gas as under the Urea pricing formula the cost of natural gas is pass through if the consumption of natural gas is with in the permissible norm for manufacturing of Urea. However Natural Gas consumption is related to discontinued operation.
- (ii) The Company deals in purchase of imported fertilisers (i.e. DAP and MOP), which are imported by the Company and sold in the domestic market. The import prices of these goods are governed by international prices. There is a price and material availability risk, which may not be in line to meet the domestic market requirement. The risk is also with domestic manufacturers whose costing is based on majorly imported raw materials and small value-add. However, a dynamic alignment of procurement to sales and constant review of market conditions and competitors costing help in mitigating the impact. However Said imported fertilisers are part of discontinued operations.
- (iii) The Company also deals in purchase of imported raw materials (i.e. P2O5, Ammonia, Potash and Urea), which are imported by the Company and used in the manufacturing of NPK. The import prices of these materials are governed by international prices. There is a price and material availability risk. However Said imported fertilisers are part of discontinued operations.

Equity price risk

The Company's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to unlisted equity securities at fair value was INR 5,537.00 lakhs (31 March 2022 : INR 2,764.80 lakhs). Sensitivity analyses of these investments have been provided in Note 39.

At the reporting date, the exposure to listed equity securities at fair value was INR 455.72 lakhs (31 March 2022 : INR 1,442.71 lakhs). A decrease of 5% on the BSE market price could have an impact of approximately INR 22.79 lakhs (31 March 2022 : INR 72.14 lakhs) on the OCI or equity attributable to the Company. An increase of 5% in the value of the listed securities would also impact OCI and equity. These changes would not have an effect on profit or loss.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Notes to the standalone financial statements for the year ended 31 March 2023

a) Trade receivables

The Company receivables can be classified into two categories, one is from the customers into the market and second one is from the Government in the form of subsidy. As far as Government portion of receivables are concerned, credit risk is nil. For market receivables from the customers, the Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customer. The Company monitors the payment track record of the customer. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. The Company has also taken security deposits from its customers, which mitigate the credit risk to some extent. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9. The Company holds collateral as security for many of its customers. At 31 March 2023, 2.61% (31 March 2022 : 5.45%) of the Company's trade receivables are covered by collateral security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several geographical areas and are having long term business relationship with the Company.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The Company adjusts the receipts from customer on first in first out basis. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than five years and are not subject to enforcement activity. Security collaterals obtained by the Company resulted in a decrease in the ECL of INR 2.98 lakhs as at 31 March 2023 (31 March 2022 : INR 254.17 lakhs). During the year ended 31 March 2023, the Company had performed certain key steps for recoverability of trade receivables including but not limited to reconciliation with its customers, filing of legal cases with customers, recoverability assessment of aged receivables and etc. Basis these steps taken by the management, the Company is carrying provision of INR 40.48 lakhs (31 March 2022 : INR 1,826.61 lakhs) based on their best estimate.

Set out below is the information about the credit risk exposure of the Company's trade receivables and contract asset using provision matrix:

(INR in lakhs)

	Contract Asset	< 1 Yr	1-2 Yr	2-3 Yr	3-4 Yr	4-5 Yr	>5 Yr	Grand Total
	ECL Rate	0.18%	3.24%	8.98%	18.65%	36.88%	100.00%	
31 March 2023	Estimated total gross carrying amount at default	1,219.93	-	-	-	-	38.36	1,258.29
	ECL- simplified approach	2.16	-	-	-	-	38.36	40.52
	Net carrying amount	1,217.77	-	-	-	-	-	1,217.77
31 March 2022	ECL Rate	0.89%	6.71%	15.52%	12.19%	31.32%	100.00%	
	Estimated total gross carrying amount at default	1,774.82	75.77	791.78	3,573.34	1,992.06	1,689.60	9,897.37
	ECL- simplified approach	15.78	5.09	122.88	435.68	623.85	1,689.60	2,892.88
	Net carrying amount	1,759.04	70.68	668.90	3,137.66	1,368.21	-	7,004.49

Reconciliation of provision for doubtful debts, loans, other financial assets and other advances falling under stage 3 of impairment testing:

(INR in lakhs)

	Trade receivables	Loans	Other financial assets	Other advances	Total
Provision as at 1 April 2021:	1,951.35	801.62	74.28	3,212.39	6,039.64
Add: Provision made during the year	-	-	-	-	-
Less: Provision utilized/ reversed during the year	-	(801.62)	-	-	(801.62)
Less: Transferred to discontinued operations (Refer Note 31)	-	-	-	-	-
Provision as at 31 March 2022 :	1,951.35	-	74.28	3,212.39	5,238.02
Add: Provision made during the year	40.52	-	-	-	40.52
Less: Provision utilized/ reversed during the year	(1,951.35)	-	(74.28)	(3,212.39)	(5,238.02)
Less: Transferred to discontinued operations (Refer Note 31)	-	-	-	-	-
Provision as at 31 March 2023 :	40.52	-	-	-	40.52

Notes to the standalone financial statements for the year ended 31 March 2023

b) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the guidelines framed by the board of directors of the Company. Guidelines broadly covers the selection criterion and over all exposure which the Company can take with a particular financial institution or bank. Further, the guideline also covers the limit of overall deposit which the Company can make with a particular bank or financial institution. The Company does not maintain the significant amount of cash and deposits other than those required for its day to day operations.

Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(INR in lakhs)

	Less than 1 Year	1-3 Years	3-5 years	> 5 years	Total
Year ended 31 March 2023					
Borrowings	44,786.60	20,850.00	-	-	65,636.60
Lease Liabilities	-	-	-	-	-
Other financial liabilities	5,658.71	-	-	-	5,658.71
Trade and other payables	17,310.30	-	-	-	17,310.30
Foreign exchange forward covers	-	-	-	-	-
	67,755.62	20,850.00	-	-	88,605.61
Year ended 31 March 2022					
Borrowings	94,033.22	28,850.00	-	-	1,22,883.22
Lease Liabilities	213.43	682.76	475.26	1,878.03	3,249.48
Other financial liabilities	22,623.38	-	-	-	22,623.38
Trade and other payables	1,38,682.88	-	-	-	1,38,682.88
	2,55,552.91	29,532.76	475.26	1,878.03	2,87,438.96

#includes amount related to discontinued operations (Refer Note 31)

42. Key financial ratios#

Particulars	31 March 2023	31 March 2022	% Change	Reasons for variance
1. Current Ratio (Current Assets/Current Liabilities)	0.16	0.31	47.98%	During the year major undertaking of the company is transferred on slump sale basis and current year ratios not comparable with previous year ratio.
2. Debt - Equity Ratio (Debt/Equity)	3.86	(8.22)	146.92%	Improved due to sale in major undertaking in slump sale basis and one time gain is utilised for repayment of loan in current financial year.
3. Debt Service Coverage Ratio (Net profit after tax + Non cash operating expenses)/ (Interest & Lease payments + Principal Repayments)	0.61	0.11	-458.06%	Improved due to sale in major undertaking in slump sale basis and one time gain is utilised for repayment of loan in current financial year.
4. Return on Equity Ratio (Net profit after taxes/Average Shareholder's equity)	32.71	0.65	-4955.28%	Improved due to sale in major undertaking in slump sale basis and one time gain is recognised during the current financial year.
5. Inventory turnover ratio (Cost of goods sold/Average Inventory)	4.25	12.56	66.12%	During the year major undertaking of the company is transferred on slump sale basis and current your ratios not comparable with previous your ratio.

Notes to the standalone financial statements for the year ended 31 March 2023

Particulars	31 March 2023	31 March 2022	% Change	Reasons for variance
6. Trade Receivables turnover ratio (Net sales/Average Trade Receivables)	6.15	5.61	-9.55%	-
7. Trade payables turnover ratio (Total Purchase/ Average Trade Payable)	0.83	1.26	33.87%	During the year major undertaking of the company is transferred on slump sale basis and current year ratios not comparable with previous year ratio.
8. Net capital turnover ratio (Total Sales/Working Capital)	(0.28)	(1.25)	77.66%	During the year major undertaking of the company is transferred on slump sale basis and current year ratios not comparable with previous year ratio.
9. Net profit ratio (Profit after tax/Revenue)	1.87	(0.03)	5881.35%	Improved due to sale in major undertaking in slump sale basis and one time gain is recognised during the current financial year.
10. Return on Capital employed (EBIT/(Total Assets- Total Current Liabilities))	1.29	0.89	-44.83%	Improved due to sale in major undertaking in slump sale basis and one time gain is recognised during the current financial year.

#includes amount related to discontinued operations (Refer Note 31)

43. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(INR in lakhs)

	31 March 2023	31 March 2022
Total Borrowings (Refer Note 13 and Note 14)	65,636.60	1,24,337.15
Trade payables (Refer Note 15)	17,310.30	1,38,682.88
Other payables (Refer Note 16)	5,658.71	22,623.38
Less: Cash and cash equivalents (Refer Note 10)	(921.96)	(562.20)
Net debts	87,683.65	2,85,081.21
Total Equity (Refer Note 11 and Note 12)	17,006.67	(15,117.04)
Capital and net debt	1,04,690.32	2,69,964.17
Gearing ratio (%)	83.76%	105.60%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2023 and ended 31 March 2022.

The Company has various covenants to be complied in respect of its borrowings. The primary covenants are total outstanding liabilities to tangible net worth ratio, debt service coverage ratio, interest coverage ratio, fixed assets coverage ratio, current ratio, debt to EBITDA ratio, current assets to current liabilities ratio and total debt to equity ratio. Following are the non compliances for debt covenants for borrowings from:

Notes to the standalone financial statements for the year ended 31 March 2023

Lender Name	Covenants breached	Consequences of breach	Management assessment
HDFC Limited	Total outstanding liabilities to tangible net worth ratio, debt service coverage ratio, interest coverage ratio	The Company shall pay default interest of 2% per annum over and above the applicable interest rate for each of the above event till such time such default / non-compliance is cured to the Lender's satisfaction	There is breach of certain covenants since year ended March 31, 2019 due to breach of covenant, non-current portion of the term loans from bank has been classified under current borrowings in the financial statement for which the lender has not charged any penal interest on such breach of covenants and had not withdrawn the facility and on that basis Company has not accounted for penal interest. The loan will be paid in full in May 2023 being last instalment payment.
Aditya Birla Finance Limited	Debt to EBITDA ratio, fixed asset coverage ratio, total debt to equity, total debt and contingent liability to equity, debt service coverage ratio	Any breach in financial covenants shall attract a penalty of 1% per annum till time such breach is cured.	The Loan has been repaid in full in the month of May 2022. The same has been paid without any penal charges

#includes amount and disclosure related to discontinued operations (Refer Note 31)

44. Disclosure required under Section 186 (4) of the Companies Act, 2013

(i) Included in loans, the particulars of which are disclosed in below as required by Sec 186(4) of the Companies Act 2013:

Sl. No.	Name of the Borrower	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	31 March 2023	31 March 2022
1	Adventz Trading DMCC	13.25%	Unsecured	6 years from the date of disbursement	General business purpose	-	199.12

For further details of loans, Refer Note 6B.

The Board of Directors of the Company at its meeting held on 31st March, 2023 has approved the liquidation and winding up of Adventz Trading DMCC ('DMCC'), a wholly owned subsidiary of the Company subject to the approval of Reserve Bank of India and other Regulatory Authorities as DMCC was not conducting any business since May, 2021. Further, the Company does not envisage any viable business in the near future as well. The Board of DMCC at its meeting held on 31st March, 2023 has also approved the liquidation and winding up of DMCC.

To give effect to the above, the Company has written off 100% of carrying value of its investment also written off the loans given to Adventz DMCC of INR 230.88 lakhs and interest receivable thereon of INR 113.11 lakhs.

(ii) Details of Investments made are given under Note 6A.

45. The Company is carrying a receivable of INR Nil lakhs (31 March 2022 : INR 1,949.03 lakhs) for the period February 2013 and March 2013 on account of accrual of subsidy income at higher rate in comparison to rate at which subsidy is granted. However, as per the office memorandum dated 16 April 2018 issued by the Department of Fertilizer (DOF), the Government has ex-post facto approved the subsidy paid on specific quantity of P&K fertilizer received in the relevant district during February 2013 and March 2013 months in different year since 2012-13 at the rates fixed for the next financial year which were lower than the rate approved by cabinet /CCEA for that year. The Company has represented to the Department of Fertilizer that the material moved in February 2013 and March 2013 was part of the approved movement plan of January 2013 and hence Nutrient Based Subsidy rates of 2013 should be applicable. The Company had filed writ petition at Hon'ble High Court of Delhi (DHC) against Department of Fertilizer to recover this amount. Pursuant to the court order, the Court hearing was granted by DoF to present its claims and also submitted written representations.

DoF vide their order dated 29 September 2019 had rejected the representation and submissions by the Company against which the Company has filed writ petition to the higher authority against the order passed by DoF. On 3 March 2021 DHC has issued notice in the writ petition and has directed DoF to file its reply. DoF has filed its reply on 27 July 2021, and the Company has been directed to file its rejoinder within six weeks thereafter. The Company has filled rejoinder and in the hearing on 28 March 2022. As apart of BTA between Company and Paradeep Phosphate Ltd(PPL) the receivable has been transferred to PPL.

Notes to the standalone financial statements for the year ended 31 March 2023

46. During the financial year 2013-14, the Company had sold part of freehold land to Zuari Industries Limited (formerly, Zuari Global Limited) at a consideration of INR 16,359.32 lakhs. The possession of the said parcel of land was handed over on 28 March 2014; however the transfer of title is under progress. The Company had received full consideration from the buyer in the financial year 2013-14.
47. In terms of demerger of fertilizer undertaking from Zuari Industries Limited (formerly, Zuari Global Limited) in an earlier year, the land records of some of the land parcels are in the process of being mutated in the name of the Company.
48. Zuari Industries Limited (formerly, Zuari Global Limited) had demerged its fertilizer undertaking to the Company with effect from 1 July 2011. ZIL has during an earlier year, based on Hon'ble High Court order on demerger of fertilizer undertaking, identified amount of income tax paid under protest pertaining to fertilizer undertaking demerged into the Company.

The Company has exchanged letter of mutual understanding with ZIL wherein the Company has paid such amount of income tax paid under protest. During the financial year ended on 31 March 2017, the Company had paid INR 2,533.85 lakhs to ZGL on this account pending completion of final assessment/litigation in respect of such financial years, out of which, for the year ended 31 March 2019, ZGL has received a favourable order of INR 825.50 lakhs in respect of fertilizer undertaking for the assessment year 2008-09, 2009-10, 2010-11 and 2011-12. During the financial year ended on 31 March 2021, consequent to receipt of favourable order for assessment year 2012-13, claim of fertiliser undertaking of INR 1,186.20 lakhs was no more recoverable from ZGL. The Company is hopeful to realize the above entire amount of INR 522.15 lakhs (31 March 2022: INR 522.15 lakhs).

49. During the previous years ended 31 March 2017, 31 March 2018 and 31 March 2019, the Company had written off an amount of INR 3885.12 lakhs in books of accounts towards irrecoverable/un-utilisable balance of GST credit on services. During the year ended 31 March 2023, the Company has recovered INR 54.92 lakhs through refund claim of GST paid on Ocean freight and the same has been considered as other income (Refer Other Income Note no. 21). The Company has filed further claims for refund of GST on Ocean freight which are pending for disposal by GST department. The Company shall recognize income in books of accounts in subsequent years to the extent of refunds receivable against the above amounts written off.
50. During the year ended 31 March 2020 due to devolvement of loans, a remuneration of INR 81.00 Lakhs paid to its then Managing Director in accordance with ordinary resolution but without prior approval from banks/financial institutions and approval of the shareholders by a special resolution as per provisions of Section 197 of Companies Act, 2013 (Act) read with Schedule V, has been recognized as recoverable from the Managing Director as at year end. As per section 197(10) of the Act, the Company was required to obtain shareholders' approval by way of special resolution for waiver of recovery of remuneration paid to the then Managing Director, within 2 years from the date the sum becomes refundable, subject to prior approvals from the banks / financial institutions. The Company had requested the banks / financial institutions (lenders) where there was default in payment / devolvement, to provide their approval for waiver of excess remuneration. However, the Company has not received the consent from the lenders till date. The Company proposes to obtain the shareholders resolution for waiver of recovery of remuneration paid to the then Managing Director without obtaining the lenders consent.
51. The Company had received a requisition under Section 100(2) of the Companies Act, 2013 from a group of shareholders holding 10.69% of shares, requesting the Board to call for an Extraordinary General Meeting (EGM) to discuss matters including proceeding against the two BTAs, i.e. the Business Transfer Agreement (BTA) dated 1 March 2021 to transfer its fertilizer plant at Goa and its associated businesses to Pardeep Phosphates Limited and BTA dated 31 March 2021 to transfer its assets and liabilities of its retail, speciality nutrient business (SPN) & allied, crop protection & care business (CPC), seeds and blended businesses to Zuari Farmhub Limited (ZFL) with effect from 31 March 2021, on a going concern basis under a slump sale. The EGM was called on 23 June 2021 by the Board of Directors through video conferencing/other audio visual means. However, since the requisite quorum was not present at the EGM, thereby the EGM of the Members of the Company called by the requisitionists under Section 100, was cancelled for want of quorum as stipulated under Section 103(2) (b) of the Companies Act 2013. Necessary filing in this regard have already been made by the Company as required by the Regulations/statute. Further, subsequent to the year end 31 March 2021, the same group of shareholders have filed a petition in National Company Law Tribunal (NCLT), Mumbai for cancellation of these BTAs. The petition was withdrawn by petitioners during the current financial year.
52. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.
53. **Adjustment for events after approval of financial statements, for the year ended 31 March, 2021, of the Company by the Board of Directors of the Company in their meeting held on 28 May 2021**

Notes to the standalone financial statements for the year ended 31 March 2023

An addendum to the Business Transfer Agreement dated 1 March 2021 was executed between the Company and PPL to (A) amend the long stop date from 30 June 2021 to 31 December 2021 under Clause 1.1 of the Business Transfer Agreement and further based on second addendum in BTA dated 30 December, 2021 long stop date has been extended to 30 June 2022. (B) amend clause 4.5.2 (a) of Business Transfer Agreement from 'All outstanding amounts under the Working Capital Facility Agreement in relation to any fund-based facility will be repaid and settled by the Seller prior to Completion Date, and the Seller shall deposit sufficient funds with the relevant member of the SBI Consortium to settle any non-fund based facility availed under the Working Capital Facility Agreement' to 'All outstanding amounts under the Working Capital Facility Agreement in relation to any fund-based facility will be repaid and settled by the Seller prior to or on Completion Date, and the Seller shall deposit sufficient funds with the relevant member of the SBI Consortium to settle any non-fund based facility availed under the Working Capital Facility Agreement'; and (C) to include, 'Further, in light of the extension of the Long Stop Date, the Parties agreed that the Purchaser shall provide necessary interim financial assistance to the Seller including financial assistance for energy improvement project of the Seller, in the form and manner as may be mutually acceptable to the Parties in writing, that the Seller may require to operate the Business prior to the Completion Date, and such financial assistance shall be adjusted towards the Purchase Consideration payable by the Purchaser under the Agreement'.

Pursuant to above addendum and commercial understanding between the Company and PPL, the Working Capital Facility in relation to any fund-based facility has been repaid and settled by the Company prior to or on Completion Date. The impact of the same has been considered in the current financial year and accordingly the short term borrowings of INR 44,846.18 lakhs as at 31 March 2022 has not been included as part of discontinued operation."

54. Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) **The Struck off Company details**

Name of the Struck off Company	Nature of transactions with struck off company	Balance Outstanding (INR)
Popular Stock and Share services Private Limited	Shares held by struck off comp	4,000.00
Bombay Trading Company Private Limited		4,000.00
P R Investments Limited		100.00
Florescent Securities Limited		100.00
Kothari Intergroup Limited		20.00

- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period except mentioned below

Form CHG-9 for Modification of Charge ID 100574422 was filed by the Company vide SRN F17273277 dated 27-07-2022 to secure the Non Convertible Debentures by mortgage in addition to charge created earlier. The said form was sent for resubmission by MCA vide email dated 3-08-2022 with a due date of 18-08-2022 which was resubmitted by the Company on 10-08-2022. The form was sent again for resubmission on 15-08-2022 with same remarks as given in earlier resubmission with a due date of 28-08-2022. Since Form CHG-9 (among others) was not available for filing on account of transition from V2 to V3 MCA portal from 15-08-2022 to 30-08-2022, the Company was not able to resubmit the same. The Company has raised various service related complaints to MCA and also submitted various letters to Registrar of Companies but the issue is not resolved and hence the Form CHG-9 is pending for resubmission.

- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

Notes to the standalone financial statements for the year ended 31 March 2023

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (restriction on number of layers) Rules, 2017.
- (ix) The Company has neither declared nor paid any interim dividend or final dividend during the year
- (x) The Company was not required to spend for CSR under section 135 of Companies Act, 2013 for the Financial Year 2022-23.

55. Previous period/year figures have been regrouped/ re-classified wherever necessary.

As per our report of even date

For K.P.Rao & Co
Chartered Accountants
ICAI Firm Registration number: 0031355

Prashanth S
Partner
Membership Number : 228407

Place : Bengaluru
Date: 20 May 2023

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Manish Malik
Chief Financial Officer

Date: 20 May 2023

Athar Shahab
Director
DIN: 01824891

Manoj Dere
Company Secretary
Membership Number : FCS7652

INDEPENDENT AUDITOR'S REPORT

To the Members of Zuari Agro Chemicals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zuari Agro Chemicals Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture comprising of the consolidated Balance Sheet as at March 31, 2023, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2023, their consolidated profit and loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and

appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matters

- a. We draw attention to Note 30 of the accompanying consolidated financial results, regarding sale and transfer of Goa fertilizer plant and associated business to PPL which has been consummated on June 01, 2022 and recognized the pre-tax gain of INR 1,14,239.04 lakhs for the year ended March 31, 2023 as exceptional item in the financial statement of the Company.
- b. We draw attention to Note 20, which states that in case of a Subsidiary Company (MCFL), MCFL has recognized urea subsidy income of INR 2,914.00 lakhs in previous year considering that benchmarking of its cost of production of urea using Naptha with that of gas based urea manufacturing units is arbitrary and for which the MCFL has filed a writ petition against the Department of Fertilizers before the Hon'ble High Court of Delhi. Based on legal opinion obtained, the management of MCFL believes that the criteria for recognition of subsidy revenue is met.

Our opinion is not modified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

In addition to the matter described in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Discontinued Operations and Asset held for sale in relation to Sale of its Fertilizer Plant at Goa to Paradeep Phosphates Ltd. (PPL), subsidiary of Holding Company's Joint Venture(as described in Note 30 of the consolidated financial statements)	
<p>The Holding Company had entered into a Business Transfer Agreement (BTA) for the sale of Company's fertilizer plant at Goa and associated businesses of the Company to PPL as a going concern, on a slump sale basis for an agreed enterprise value of INR 205,225.44 lakhs and for entering into necessary Business Transfer Agreement with PPL.</p> <p>The sale and transfer of Goa fertilizer plant and associated business to PPL had been consummated on June 01, 2022.</p> <p>The Holding Company has presented the operations of its Fertilizer plant as "Discontinued Operations" for the period ended May 31, 2022 and its related assets as "Assets held for sale" and liabilities as "Liabilities directly associated with the assets held for sale" in accordance with Ind AS 105 (Non-current Assets Held for Sale and Discontinued Operations) as at May 31, 2022. We focused on this area considering that this was a significant event during the year. Accordingly, this matter has been determined to be a key audit matter in our audit of the consolidated financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Evaluated the design and tested the operating effectiveness of the controls over the accounting of this transaction. • Obtained the management's valuation report for the sale consideration and compared the same with the carrying value of the underlying assets. • We gained an understanding of the BTA. Our focus was on understanding the contractual terms associated with the sale of Fertilizer plant at Goa and its associated businesses, which define the assets and liabilities to be transferred and, in particular, any liabilities or obligations retained or created. • Reviewed the accounting treatment for the said transaction. • Checked the related computation for disclosures of discontinued operation and held for sale and evaluated that they have been appropriately separated from continuing operations. • Assessed the adequacy of the related disclosures in the consolidated financial statements.

Estimates with respect to recognition of deferred tax assets on unused tax losses (as described in Note 19 of the consolidated financial statements)

<p>For the year ended March 31, 2023, the Holding Company has recognized deferred tax expense of INR 6,741.16 lakhs in the consolidated financial statements.</p> <p>Deferred tax assets are recognized on unabsorbed tax losses when it is probable that taxable profit will be available against which such tax losses can be utilized. The Holding Company's ability to recognize deferred tax assets on unabsorbed tax losses is assessed by the management at the end of each reporting period, taking into account forecasts of future taxable profits and the assumptions on which such projections are determined by the management.</p> <p>Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on unabsorbed tax losses has been identified to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Gained an understanding of the deferred tax assessment process and assessed the design and tested the operating effectiveness of controls over recognition of deferred tax. • Discussed and evaluated management's assumptions and estimates like projected revenue growth, margins, etc. in relation to the probability of generating future taxable income to support the utilization of deferred tax on unabsorbed tax losses with reference to forecast taxable income and performed sensitivity analysis. • Tested the arithmetical accuracy of the model. • Assessed the related disclosures in respect of the deferred tax assets in the consolidated financial statements.
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Impairment assessment of Investment in subsidiaries

<p>During the current year, impairment indicators were identified by the management on its investment in its subsidiaries-</p> <p>i) As there are no business operations of Adventz Trading DMCC, foreign subsidiary of the Company since May 2021, the management of the Company has decided to liquidate the subsidiary and hence the impairment loss amounting to INR 8.72 lakhs has been recognised.</p>	<p>Our audit procedures included the following:</p> <p>Read the Company's accounting policies with respect to impairment in accordance with Ind AS 36 "Impairment of Assets".</p> <p>Performing test of controls over key financial controls related to accounting, valuation, and recoverability of Investments through inspection of evidence.</p>
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<p>Impairment of assets is a key audit matter considering the carrying value, estimations and the significant judgements involved in the impairment assessment.</p>	<p>Gained an understanding of the impairment assessment process and evaluated the design and tested the operating effectiveness of controls in respect of process of comparing the carrying value of the investments to their recoverable amount to determine whether an impairment was required to be recognized.</p> <p>Assessing the disclosures in accordance with requirement of Ind AS 36 "Impairment of Assets".</p>
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Impact of government policies / notifications on recognition of concession income and its recoverability (Refer Note 20 and 11 to the consolidated financial statements)

<p>The Group recognizes concession (subsidy) income receivable from the Department of Fertilizers, Government of India as per the New Pricing Scheme for Urea and as per Nutrient Based Subsidy Policy for Phosphatic and Potassic fertilizers at the time of sale of goods to its customers. During the current year, the Company has recognized concession income of INR 2,68,770.17 Lakhs and as at 31 March 2023 has receivables of INR 63,358.47 Lakhs relating to such income.</p> <p>We focused on this area because recognition of concession income and assessment of its recoverability is subject to significant judgement of interpretation of various notifications from the Department of Fertilizers.</p> <p>The area of judgement includes certainty around the satisfaction of conditions specified in the notifications and policies, collections and provisions thereof, likelihood of variation in the related computation rates, basis for determination of accruals of concession income and timely recoverability thereof.</p>	<p>Our audit procedures included among others, the following:</p> <ul style="list-style-type: none"> • Read the relevant notifications and policies issued by the Department of Fertilizers to ascertain the recognition of concession income, adjustments thereto recognized pursuant to changes in the rates and basis for determination of concession income. • Obtained an understanding of the process and tested the design and operating effectiveness of controls as established by the management in recognition and assessment of the recoverability of the concession income. • Evaluated the management's assessment regarding compliance with the relevant conditions as specified in the notifications and policies and collections of concession income. • Performed substantive procedures to understand and validate the basis of computation of concession income with underlying notifications and policies. • Tested the ageing analysis and assessed the information used by the management to determine the recoverability of the concession income by considering collections against historical trends. • Assessed the adequacy of the disclosures in the financial statements.
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Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Director's information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon which we obtained prior to the date of this auditor's report, and Extract of Annual Return and Secretarial Audit Report, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other

information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the

assets of the Group and of its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and of its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements (refer our note on Material Uncertainty Related to Going Concern above) or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the

adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

- a. The financial statements of one of the subsidiaries whose financial statements include total assets of INR 39,882.43 lakhs as at March 31, 2023, total revenues of INR 84074.94 lakhs and net cash inflows of INR (2686.76) lakhs for the year ended on that date have been audited by us.
- b. We did not audit the financial statements and other financial information, in respect of another subsidiary, whose financial statements include total assets of INR 2,65,914.95 lakhs as at March 31, 2023, total revenues of INR 3,64,152.40 lakhs and net cash inflows of INR (15,227.25) lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management.
- c. The consolidated financial statements also include the Group's share of net profit of INR 9806.28 lakhs for the year ended March 31, 2023, as considered in the consolidated special purpose financial statements, in respect of one joint venture, whose special purpose financial statements, have been audited by other auditor and whose report have been furnished to us by the Management.

Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and joint venture, is based solely on the report of such other auditors.

- d. Zuari Farmhub Limited (ZFL), a subsidiary of the Company, had issued 78,55,60,000 equity shares of INR 10 each by way of conversion of unsecured compulsory convertible debentures (CCD's). And further during the quarter ended June 30, 2022, ZFL had filed before NCLT, Scheme for Reduction of its Share Capital ("Scheme") which has been approved by NCLT, Mumbai Bench, vide its order dated May 04, 2023, and the Scheme has become effective from the appointed date i.e. July 01, 2022. To give effect to the capital reduction, ZFL has cancelled and extinguished 69,89,67,400 number of shares with face value of INR 10 each in their books. Accordingly, the Company has reduced its carrying value of investment in ZFL by INR 698.97 crores and loss arising on the same has been disclosed under exceptional items in profit and loss statement by the Company.
- e. Adventz Trading DMCC, foreign subsidiary of the Company, The Board of Directors of the Company at its meeting held on March 31, 2023 had approved the liquidation and winding up of operation. Hence, during the year ended March 31, 2023 the Company has written off the investment made in such subsidiary and recognized impairment loss in the statement of Profit and Loss.

And also the company has written off the Loans and advances outstanding including Interest Receivable from the subsidiary in the statement of Profit and Loss.

Adventz Trading DMCC, foreign subsidiary of the Company, has changed the basis of preparing its financial statements from going concern to liquidation. Hence it has not been considered for the purpose of consolidation.

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2.
 - A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - a. We and the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint venture, none of the directors of the Group's companies and its joint venture, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and its joint venture, incorporated in India, refer to our separate Report in "Annexure 2" to this report;
 - g. With respect to the matter to be included in the Auditors' report under Section 197(16) of the Act:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Further, as explained in Note 47 of the consolidated financial statements, managerial remuneration for the year ended March 31, 2020 in relation to the Managing Director of the Holding Company was paid in excess of the limits provided in provisions of section 197 read with Schedule V to the Act by INR 81.00 lakhs without obtaining requisite approvals from the banks/financial institutions and which was subject to shareholders approval by a special resolution and pending which the Holding Company recognised a recoverable of INR 81.00 lakhs from the Managing Director as at March 31, 2020. The requisite approvals from the banks/financial institutions and shareholders is yet to be obtained.

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture, as noted in the 'Other matter' paragraph:

- (i) The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its joint venture in its consolidated financial statements – Refer Note 34 to the consolidated financial statements;
- (ii) The Group and its joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and joint venture, incorporated in India during the year ended March 31, 2023.

(iv)

- a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries

c. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv)(a) and (iv)(b) contain any material mis-statement.

(v) The dividend declared or paid during the year by the subsidiary companies incorporated in India are in compliance with section 123 of the Act.

(vi) As per Proviso to rule 3(1) of Companies (Accounts) Rules 2014 which is applicable for the company w.e.f 01 April 2023, hence reporting under this clause is not applicable.

For **K.P. Rao & Co**
Chartered Accountants
Firm's Registration No. 003135S

Prashanth S
Partner
Membership Number: 228407
UDIN : 23228407BGXGRI6535

Place: Bengaluru
Date: May 20, 2023

Annexure 1 to the Independent Auditor's Report on the Consolidated Financial Statements of Zuari Agro Chemicals Limited for the year ended March 31, 2023

(Referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date)

According to the information and explanations given to us, in respect of below mentioned company incorporated in India and included in the consolidated financial statements:

Name of the Entity	CIN	Nature	Adverse comments of component auditors, if any
Zuari Maroc Phosphates Private Limited	U24124OR2002PTC017414	Joint Venture	Not Applicable, since the Auditors of the Subsidiary company have provided report on Audit of special purpose Financial Statements.
Mangalore Chemicals and Fertilisers Limited	L24123KA1966PLC002036	Subsidiary	Nil
Zuari Farmhub Limited	U52202GA2019PLC014150	Subsidiary	Nil

For **K.P. Rao & Co**
Chartered Accountants
Firm's Registration No. 003135S

Prashanth S
Partner
Membership Number: 228407
UDIN : 23228407BGXGRI6535

Place: Bengaluru
Date: May 20, 2023

Annexure 2 to the Independent Auditor's Report on the Consolidated Financial Statements of Zuari Agro Chemicals Limited for the year ended March 31, 2023

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of Zuari Agro Chemicals Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and joint venture, which are companies incorporated in India, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both,

issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of

controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **K.P. Rao & Co**
Chartered Accountants
Firm's Registration No. 003135S

Prashanth S
Partner
Membership Number: 228407
UDIN : 23228407BGXGRI6535

Place: Bengaluru
Date: May 20, 2023

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to one subsidiary and one joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary and joint venture incorporated in India.

Consolidated Balance Sheet as at 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3A	1,74,028.24	1,23,923.02
Right of use assets	3B	8,813.71	6,972.95
Capital work-in-progress	3A	1,917.41	32,006.05
Investment property	4	342.44	362.29
Intangible assets	5	10,818.40	11,123.52
Intangible assets under development	5	-	-
Investment in joint ventures	6	1,18,235.43	1,08,429.15
Financial assets			
(i) Investments	7A	6,003.83	4,217.95
(ii) Loans	7B	1.66	3.85
(iii) Others	7C	1,609.31	1,068.09
Deferred tax asset (net)	19A	187.67	6,977.76
Other non-current assets	8	1,397.17	2,079.44
Income tax assets (net)	19B	2,383.52	1,472.72
		3,25,738.79	2,98,636.79
Current assets			
Inventories	9	39,869.50	50,388.04
Financial assets			
(i) Investments	7A	0.10	0.10
(ii) Trade receivables	11	78,020.05	63,350.94
(iii) Cash and cash equivalents	12A	38,920.33	56,551.26
(iv) Bank balances other than (iii) above	12B	3,816.72	13,922.72
(v) Loans	7B	-	-
(vi) Others	7C	3,142.31	1,613.69
Other current assets	8	15,042.31	9,881.42
		1,78,811.32	1,95,708.17
Assets held for sale	10	619.53	1,31,881.36
		1,79,430.85	3,27,589.53
Total assets		5,05,169.64	6,26,226.32
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	4,205.80	4,205.80
Other equity	13A	1,53,911.02	32,495.16
Equity attributable to equity holders of the parent company		1,58,116.82	36,700.96
Non-controlling interests		53,315.00	47,743.61
Total equity		2,11,431.82	84,444.57
Non-current liabilities			
Financial liabilities			
(i) Borrowings	14A	55,691.90	50,665.13
(iia) Lease liabilities	14A	9,324.79	6,682.76
(ii) Others	16	-	15.14
Deferred tax liabilities (net)	19A	6,149.86	5,106.70
Other non-current liabilities	17	17.06	34.11

Consolidated Balance Sheet as at 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
Provisions	18	1,842.95	1,713.73
		73,026.56	64,217.57
Current liabilities			
Financial liabilities			
(i) Borrowings	14B	1,45,711.62	2,06,368.18
(ia) Lease liabilities	14B	36.07	595.89
(ii) Trade payables	15		
a) total outstanding dues of micro enterprises and small enterprises		5,524.12	1,057.85
b) total outstanding dues of creditors other than micro enterprises and small enterprises		42,819.39	57,658.80
(iii) Others	16	15,489.83	19,417.09
Current tax liabilities (net)	19C	1,592.39	838.83
Other current liabilities	17	7,697.50	4,699.87
Provisions	18	1,840.34	1,367.93
		2,20,711.26	2,92,004.44
Liabilities directly associated with the assets held for sale	10	-	1,85,559.74
		2,93,737.82	5,41,781.75
Total liabilities			
Total equity and liabilities		5,05,169.64	6,26,226.32

Summary of significant accounting policies

2

The accompanying notes are an integral part of Consolidated Financial Statements

As per our report of even date

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Nitin M. Kantik
Executive Director
DIN: 08029847

Athar Shahab
Director
DIN: 01824891

Prashanth S
Partner
Membership Number : 228407

Manish Malik
Chief Financial Officer

Manoj Dere
Company Secretary
Membership Number : FCS7652

Place : Bengaluru
Date: 20 May 2023

Date: 20 May 2023

Consolidated Statement of Profit and Loss for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
I Revenue			
Revenue from operations	20	4,55,261.73	3,58,979.83
Other income	21	9,464.62	6,051.42
Total income (I)		4,64,726.35	3,65,031.25
II Expenses			
Cost of raw material and components consumed	22	2,18,747.66	1,96,213.83
Purchases of traded goods	23	83,390.68	54,693.84
Changes in inventories of finished goods, traded goods and work in progress	24	5,835.76	(15,048.53)
Employee benefits expense	25	11,965.81	10,486.11
Finance costs	26	20,545.08	17,263.28
Depreciation and amortization expense	27	7,851.16	6,749.28
Other expenses	28	1,02,188.49	89,317.85
Total expense (II)		4,50,524.64	3,59,675.66
III Profit/(Loss) before share of profit of joint venture and tax (I - II)		14,201.71	5,355.59
IV Add: Share of profit of joint venture		9,792.64	16,028.65
V Profit/(loss) before exceptional items and tax (III + IV)		23,994.35	21,384.24
VI Exceptional items	29	44,342.30	-
VII Profit/(loss) before tax (V+VI)		68,336.65	21,384.24
VIII Tax expense:			
(1) Current tax	19	5,062.75	2,518.18
(2) Tax relating to earlier years	19	0.97	116.17
(3) Deferred tax charge	19	7,847.48	2,092.10
Income tax expense		12,911.20	4,726.45
IX Profit/(loss) for the year from continuing operations (VII - VIII)		55,425.45	16,657.79
Discontinued operations			
X Profit/(Loss) before tax for the year from discontinued operations	30	(1,521.52)	424.94
XI Tax Income/ (expense) of discontinued operations	19	-	-
XII Profit/(Loss) for the year from discontinued operations (X - XI)		(1,521.52)	424.94
XIII Profit/(Loss) for the year (IX + XII)		53,903.93	17,082.73
XIV Other comprehensive Income/ (loss)	13B	2,730.36	4,029.05
A. Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit plans		(37.76)	(14.73)
Income tax effect	19	14.23	9.70
Net income/(loss) on equity Instruments through other comprehensive Income		2,740.25	4,079.21
Income tax effect	19	-	-
Share of other comprehensive income of joint venture (net of tax)		13.64	(38.84)
B. Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		-	(6.29)
XV Total comprehensive Income/(loss) for the year, net of tax (XIII + XIV)		56,634.29	21,111.78
Profit/(loss) for the year			
Attributed to:			
Equity holders of the parent		47,664.22	13,043.35
Non controlling interest		6,239.71	4,039.38
Comprehensive income/ (loss) for the year			
Attributed to:			
Equity holders of the parent		2,744.84	4,038.37
Non controlling interest		(14.48)	(9.32)
Total comprehensive income/ (loss) for the year			
Attributed to:			
Equity holders of the parent		50,409.06	17,081.72
Non controlling interest		6,225.23	4,030.06
XVI Earnings/(loss) per equity share: (nominal value of share INR 10/- (31 March 2022 INR 10/-))	31B		
(1) Basic and diluted from continuing operations		116.95	30.00
(2) Basic and diluted from discontinued operations		(3.62)	1.01
(3) Basic and diluted from continuing and discontinued operations		113.33	31.01

Summary of significant accounting policies

The accompanying notes are an integral part of Consolidated Financial Statements

2

As per our report of even date

For K.P.Rao & Co

Chartered Accountants

ICAI Firm Registration number: 003135S

Prashanth S

Partner

Membership Number : 228407

Place : Bengaluru

Date: 20 May 2023

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak

Executive Director

DIN: 08029847

Manish Malik

Chief Financial Officer

Date: 20 May 2023

Athar Shahab

Director

DIN: 01824891

Manoj Dere

Company Secretary

Membership Number : FCS7652

Consolidated Statement of cash flows for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
A Cash flow from operating activities:		
Profit/(loss) before tax from continuing operations	68,336.65	21,384.24
(Loss) before tax from Discontinued operations	(1,521.52)	424.94
Share of (profit) of a joint venture	(9,792.64)	(16,028.65)
Adjustments to reconcile profit/(loss) before tax to net cash flows:		
Depreciation of property, plant and equipment	7,493.41	6,396.54
Amortisation of intangible assets	357.75	352.74
Loss / (profit) on disposal of property, plant and equipment (net)	(5,056.57)	543.64
Excess provision / unclaimed liabilities / unclaimed balances written back	(1,389.54)	(4,450.28)
Loan and interest receivable written off of Subsidiary	343.99	101.77
Provision for doubtful debts, claims and advances	208.31	970.23
Exceptional Item - Gain on Slump Sale of Business	(44,342.30)	-
Subsidy claims written off	-	(7.93)
Incentive under packing scheme incentive	(17.06)	(17.06)
Deferred service income	(99.85)	(30.34)
Unrealized foreign exchange fluctuation loss	(90.97)	1,680.67
Interest expense	17,260.07	24,398.79
Rent Received	(169.72)	(121.09)
Interest income	(2,058.17)	(1,794.12)
Dividend income	(8.64)	(5.76)
Operating profit/ (loss) before working capital adjustments	29,453.20	33,798.33
Working capital adjustments:		
Increase/(Decrease) in provisions	563.89	151.94
Increase/(Decrease) in trade payables and other liabilities	(5,215.79)	70,529.16
(Increase)/decrease in trade receivables	(14,877.45)	(33,664.06)
(Increase) /decrease in Inventories	10,518.49	(17,824.74)
Decrease/(Increase) in other assets and financial assets	(5,739.96)	6,120.32
Decrease/(Increase) in loans and advances	1.90	371.54
	(14,748.92)	25,684.16
	14,704.28	59,482.49
Less: Income tax paid (net of refunds)	(5,220.95)	(2,347.19)
Net cash flow from operating activities (A)*	9,483.33	57,135.30
B Cash flow from investing activities:		
Purchase of property, plant and equipment, including intangible assets, capital work in progress and capital advances	(31,669.53)	(22,767.76)
Proceeds from sale of property, plant and equipment	7,140.75	29.02
Proceeds from sale of non-current investments	954.27	2,593.99
Proceeds from sale of fertiliser business of holding company	53,700.00	-
Investment in bank deposits (having original maturity of more than 3 months)	10,320.08	4,203.43
Interest received	2,027.52	2,098.19
Rent Received	111.99	121.09
Dividend received	8.64	5.76
Net cash flow (used in) investing activities (B)	42,593.72	(13,716.28)
C Cash flow from financing activities:		
Proceeds from long term borrowings	26,820.59	24,936.10
Repayment of long term borrowings**	(20,356.95)	(25,021.31)
Repayment of lease Liability	(567.12)	(1,571.29)
Proceeds from short term borrowings	18,470.00	69,021.09
Repayment of short term borrowings	(74,947.75)	(62,732.39)
Dividend paid on equity shares	(768.34)	(544.87)
Interest paid	(18,358.41)	(33,687.39)
Net cash flow (used in) in financing activities (C)	(69,707.98)	(29,600.06)

Consolidated Statement of cash flows for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
D Net increase /(decrease) in cash and cash equivalents (A + B + C)	(17,630.93)	13,818.96
Cash and cash equivalents at the beginning of the year	56,551.26	42,732.30
Cash and cash equivalents at the end of the year (Refer Note 12)	38,920.33	56,551.26
Cash and cash equivalents	31 March 2023	31 March 2022
Balances with banks:		
- on current accounts	5,896.63	11,229.27
- on cash credit accounts	-	316.05
- Deposits with original maturity of less than 3 months	33,021.36	45,002.61
Cash on hand	2.34	3.33
Cash and cash equivalents	38,920.33	56,551.26

Changes in liabilities arising from financing activities :					
	1 April 2022	Cash flows	Discontinued operations (Refer Note 30)	Non cash changes***	31 March 2023
Long term borrowings (Refer Note 14A)	91,823.41	6,463.64	-	38.33	98,325.38
Short term borrowings (Refer Note 14B)	1,65,209.90	(56,477.75)	-	(5,654.01)	1,03,078.14
Lease liabilities (Refer Note 14A)	7,278.65	(567.12)	-	2,649.32	9,360.86
Total liabilities from financing activities	2,64,311.96	(50,581.23)	-	(2,966.36)	2,10,764.38

	1 April 2021	Cash flows	Discontinued operations (Refer Note 30)	Non cash changes***	31 March 2022
Long term borrowings (Refer Note 14A)	91,871.73	(85.21)	-	36.89	91,823.41
Short term borrowings (Refer Note 14B)	85,371.61	6,288.70	72,608.40	941.19	1,65,209.90
Lease liabilities (Refer Note 14A)	7,855.71	(1,571.29)	-	994.23	7,278.65
Total liabilities from financing activities	1,85,099.05	4,632.20	72,608.40	1,972.31	2,64,311.96

* Cash flow from operating activities for the 31 March 2023 is after considering corporate social responsibility expenditure of INR 210.00 lakhs (31 March 2022: INR 193.02 lakhs)

** Includes repayments of principal and interest (excluding repayment of long term borrowings of INR 7,719.10 lakhs classified as current though repayable beyond 12 months)

*** includes exchange differences on borrowings, lease additions and interest accretion for lease liabilities.

Summary of significant accounting policies

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The accompanying notes are an integral part of Consolidated Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 0031355

Prashanth S
Partner
Membership Number : 228407

Place : Bengaluru
Date: 20 May 2023

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Manish Malik
Chief Financial Officer

Date: 20 May 2023

Athar Shahab
Director
DIN: 01824891

Manoj Dere
Company Secretary
Membership Number : FCS7652

Consolidated Statement of changes in equity for the year ended 31 March 2023

(Amount in INR lakhs, unless otherwise stated)

	31 March 2023				31 March 2022			
	Reserves and surplus (Refer Note 13A)OCI		OCI		Total other equity		Non - controlling Interests	
	Business Restructuring Reserve	Capital Reserves	Surplus / (deficit) in the statement of profit and loss	General reserve	Foreign Currency Translation Reserve	Equity instruments through Other Comprehensive Income	Total equity	Total equity
(a) Equity Share Capital								
Equity shares of INR 10 each issued, subscribed and fully paid								
At 1 April		4,20,58,006	4,205.80				4,20,58,006	4,205.80
At 31 March		4,20,58,006	4,205.80				4,20,58,006	4,205.80
(b) Other equity								
For the period ended 31 March 2023 :								
As at 1 April 2022	65,404.84	57,927.16	(98,254.54)	6,150.00	23.18	1,244.52	32,495.16	80,238.77
Profit/(loss) for the year	-	-	47,664.22	-	-	-	47,664.22	53,903.93
Adjustment for investment written off of in Subsidiary	-	-	1,133.24	-	(23.18)	-	1,110.06	1,110.06
Adjustment of Capital reduction in subsidiary	-	69,896.74	-	-	-	-	69,896.74	69,896.74
Other comprehensive income (Refer Note 13B)	-	-	4.59	-	-	2,740.25	2,744.84	2,730.36
Total comprehensive income / (loss) for the year	-	69,896.74	48,802.05	-	(23.18)	2,740.25	1,21,415.86	1,27,641.09
Cash dividends	-	-	-	-	-	-	-	(653.84)
As at 31 March 2023	65,404.84	1,27,823.90	(49,452.49)	6,150.00	-	3,984.77	1,53,911.02	2,07,226.02
For the year ended 31 March 2022 :								
As at 1 April 2021	65,404.84	57,927.16	(1,11,263.34)	6,150.00	29.47	(2,834.69)	15,413.44	59,671.84
Profit/(loss) for the year	-	-	13,043.35	-	-	-	13,043.35	17,082.73
Other comprehensive income/ (loss) (Refer Note 13B)	-	-	(34.55)	-	(6.29)	4,079.21	4,038.37	4,029.05
Total comprehensive income/(loss) for the year	-	-	13,008.80	-	(6.29)	4,079.21	17,081.72	21,111.78
Cash dividends	-	-	-	-	-	-	-	(544.85)
As at 31 March 2022	65,404.84	57,927.16	(98,254.54)	6,150.00	23.18	1,244.52	32,495.16	80,238.77

Summary of significant accounting policies

The accompanying notes are an integral part of Consolidated Financial Statements

As per our report of even date

For K.P.Rao & Co
Chartered Accountants
ICAI Firm Registration number: 0031355

Prashanth.S
Partner
Membership Number : 228407
Place : Bengaluru
Date: 20 May 2023

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847
Manish Malik
Chief Financial Officer

Athar Shahab
Director
DIN: 01824891
Manoj Dere
Company Secretary
Membership Number : FCS7652

Date: 20 May 2023

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

1. Corporate Information

The Consolidated Financial Statements comprises financial statements of "Zuari Agro Chemicals Limited" ("the Parent Company" or "ZACL") and its subsidiaries (collectively, the Group) and its joint ventures for the year ended 31 March 2023.

The Parent Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the Parent Company is located at Jai Kisaan Bhawan, Zuarinagar, Goa 403726. Please refer Note 30 for "Discontinued Operations".

The Group is in the business of manufacturing, trading and marketing of chemical fertilizers, water soluble fertilizers, seeds, pesticides and fertilizer products.

These Consolidated Financial Statements were approved for issue in accordance with a resolution of the Board of Directors of the Parent Company in their meeting held on 20 May 2023.

2.A. Summary of Significant Accounting Policies

i) Basis of Preparation

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statements.

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value-

- Derivative financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined benefit plans – plan assets measured at fair value.

The Consolidated Financial Statements of the Group are presented in Indian Rupee (INR) and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit and loss after tax from discontinued operations in the statement of profit and loss. Please refer Note 30 for "Discontinued Operations". All other notes to the financial statements mainly include

amounts for continuing operations, unless otherwise mentioned.

ii) Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of the Parent Company and its subsidiaries as at 31 March 2023. Control is achieved when the Group has power over the investee, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31 March.

Consolidation procedure:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Consolidated Financial Statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. However, the non-controlling interests have been restricted to zero on the transition date i.e. 1 April 2015 using the exemption provided by the Ind AS 101 and the accumulated losses attributable to the non-controlling interest holders in excess of their equity on the transition date, in the absence of the contractual obligation on the non-controlling interest holders, the same has been accounted for by the Parent Company.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

iii) Business combinations and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from 1 April 2015. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward with minimal adjustment.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their

acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured on the basis of indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

iv) Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investment in its associate and joint ventures are accounted for using the equity method from the date on which it becomes an associate or a joint venture. On acquisition of the investment, any difference between the cost of the investment and the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:

- a) Goodwill relating to an associate or a joint venture is included in the carrying amount of the investment. Amortisation of that goodwill is not permitted.
- b) Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is recognised directly in equity as capital reserve in the period in which the investment is acquired.

The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss includes the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss.

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

v) Basis of classification of Current and Non-Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if

- a) it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle; or
- b) it is held primarily for the purpose of being traded; or
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets have been classified as non-current.

A liability has been classified as current when

- a) it is expected to be settled in the Group's normal operating cycle; or
- b) it is held primarily for the purpose of being traded; or
- c) it is due to be settled within twelve months after the reporting date; or

- d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Group has identified twelve months as its operating cycle.

vi) Foreign Currency Translation

a) Functional and presentation currency

Items included in the Consolidated Financial Statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The Consolidated Financial Statements are presented in Indian Rupee (INR), which is Group's functional and presentation currency.

b) Initial recognition

Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rates at the date the transaction first qualifies for recognition.

c) Conversion

Foreign currency monetary items are translated using the functional currency spot rates of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost denominated in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value denominated in a foreign currency are, translated using the exchange rates that existed when the fair value was determined.

d) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income (OCI) or profit and loss are also recognised in OCI or profit and loss, respectively).

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

e) Translation of a foreign operation

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 1 April 2015 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (1 April 2015), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items which are already expressed in the functional currency of the Parent and no further translation differences occur.

Cumulative currency translation differences for all foreign operations are deemed to be zero at the date of transition, viz., 1 April 2015. Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

vii) Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

viii) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 -	Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2 -	Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 -	Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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For assets and liabilities that are recognised in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement such as assets held for sale in discontinued operation.

External valuers are involved for valuation of significant assets, and significant liabilities, if any.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

ix) Non-current assets classified as held for sale

The Group classifies non-current assets classified as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present

condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Cost to sell are the incremental cost directly attributable to the disposal of an asset, excluding finance cost and income tax expenses. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

x) Property, plant and equipment

On transition to Ind AS i.e. 1 April 2015, the Group has elected to continue with the carrying value of all of its property, plant and equipment (PPE) recognised as at 1 April 2015 measured as per the Indian GAAP and use that carrying value as the deemed cost of the PPE.

PPE are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, including import duties and non-refundable purchase taxes, borrowing costs if recognition criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing PPE beyond its previously assessed standard of performance. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are

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required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of PPE are capitalized at cost. Otherwise, such items are classified as inventories.

Gains or losses arising from derecognition of the assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

xi) Depreciation on property, plant and equipment

Depreciation on property, plant and equipment (other than specific asset referred under Para (a) to (d) below is calculated using the straight-line basis using the rates arrived at, based on the useful lives estimated by the management. For this purpose, a major portion of the plant has been considered as continuous process plant. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of principal asset. The Group has used the following rates to provide depreciation on its property, plant and equipment which are equal to the rates specified in Schedule II to Companies Act, 2013.

	Useful lives estimated by the management (years)
Factory buildings	30 years
Other buildings (RCC structures)	60 years
Other buildings (other than RCC structures)	30 years
Plant and equipment (Continuous process plant)	25 years
Plant and equipment (Others)	15 years
Furniture and fixtures	10 years
Roads and Culverts	3 to 30 years
Office equipment	3 to 6 years
Vehicles	8 and 10 years
Railway Siding	15 years

- (a) In case of the Group Company, the useful lives of components of certain plant and equipment are estimated as 5 to 20 years. These lives are lower than those indicated in Schedule II.

- (b) In case of the Parent Company, the management has estimated, supported by independent assessment by professionals, the useful lives of the following classes of assets -

- The useful lives of certain plant and equipment having net block of INR 168.82 lakhs are estimated as 30 to 40 years. These lives are higher than those indicated in schedule II.
- The useful lives of certain buildings having net block of INR 431.14 lakhs are estimated as 5 to 15 years. These lives are lower than those indicated in schedule II.

- (c) Insurance / capital / critical stores and spares are depreciated over the remaining useful life of related plant and equipment or useful life of insurance/capital/critical spares, whichever is lower.

- (d) Property, plant and equipment whose value is less than INR 5,000/- are depreciated fully in the year of purchase.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if any.

xii) Intangible Assets

On transition to Ind AS, the Group has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets with finite lives are amortised on a straight line basis over the estimated useful economic life.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The following are the acquired intangible assets:

Software

Management of the Group assessed the useful life of software as finite and cost of software is amortized over their estimated useful life of three years on straight line basis.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

All expenses incurred on research and development activities are expensed as incurred by the Group since these do not meet the recognition criteria as listed above.

Goodwill (pursuant to the scheme of amalgamation)

Goodwill, which arose pursuant to the scheme of amalgamation of Zuari Speciality Fertilisers Limited (ZSFL) with the Parent Company, has got merged with the Parent Company. Pursuant to business transfer agreement (BTA) executed on 31 March 2020 between the Parent Company and Zuari FarmHub Limited (ZFL), said goodwill has been transferred to ZFL.

xiii) Investment Property

The Group has elected to continue with the carrying value for all of its investment property as recognized in its previous GAAP Consolidated Financial Statements as deemed cost at the transition date, viz., 1 April 2015.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost

less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of de-recognition.

xiv) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available, and if no such transactions can be identified an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's CGU's to which the individual assets are allocated. These budgets and forecast calculations are generally cover a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

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Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

xv) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost

of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Land 3 to 30 years
- Building 2 to 10 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

b) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a

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change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Interest-bearing loans and borrowings.

c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

During the year ended 31 March 2020, The Group applies, for the first time, Ind AS 116 Leases retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the date of initial application.

The nature and effect of these changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in April 2019, but do not have an impact on the Consolidated Financial Statements of the Group. The Group has not early adopted any standards or amendments that have been issued but are not yet effective.

Ind AS 116:

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including

appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Group adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. Accordingly, comparatives for the year ended 31 March 2019 have not be retrospectively adjusted. The Group elected to apply the standard to contracts that were previously identified as leases applying Ind AS 17. The Group also elected to use the exemptions proposed by the standard on lease contracts for which the lease terms ends within 12 months as of the date of initial application, and lease contracts for which the underlying asset is of low value.

a. Nature of the effect of adoption of Ind AS 116

The Group has lease contracts for various guest house, retail outlets and land. Before the adoption of Ind AS 116, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of

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the risks and rewards incidental to ownership of the leased asset to the Group; otherwise it was classified as an operating lease. Finance leases were capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in the statement of profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases that it is the lessee, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which has been applied by the Group.

Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under Ind AS 17). The requirements of Ind AS 116 was applied to these leases from 1 April 2019.

Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Group also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics

- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease

xvi) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

Debt Instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. For the purposes of subsequent measurement, debt instruments are classified in three categories:

- Debt instruments at amortised cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments at fair value through profit or loss (FVTPL).

Debt instruments at amortised cost

A debt instrument is measured at the amortised cost if both the following conditions are met:

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- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent sole payments of principal and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt

instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity Instruments-

Investments in subsidiaries are subsequently measured at cost.

For the purposes of subsequent measurement of other equity instruments classification is made into below two categories:

- Equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Equity investments other than investments in subsidiaries are measured at fair value. The Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Parent Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses (ECL) associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group categorizes them into Stage 1, Stage 2 and Stage 3, as described below:

- Stage 1: When financial assets are first recognized, the Group recognizes an allowance based on 12 months ECLs. Stage 1 financial assets also include facilities where the credit risk has improved and the financial assets has been reclassified from Stage 2.
- Stage 2: When a financial assets has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the financial assets has been reclassified from Stage 3.
- Stage 3: Financial assets considered credit-impaired. The Group records an allowance for the LTECLs.

b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial

liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 109 Financial instruments and the amount initially recognised less cumulative amortisation, where appropriate. The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or

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cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

xvii) Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

xviii) Dividend to equity holders of the Parent Company

The Group recognises a liability to make dividend distributions to equity holders of the Parent Company when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

xix) Inventories

Inventories are valued at the lower of Cost and Net Realisable Value.

The Cost is determined as follows:

- a. Raw materials and Store and Spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.
- b. Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on Moving weighted average method.

- c. Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost includes the necessary cost incurred in bringing inventory to its present location and condition necessary for use.

Net Realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

xx) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs include interest and amortization of ancillary costs incurred in connection with the arrangement of borrowing. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs

xxi) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in paragraph 2.B.

Sale of goods

Revenue from sale of product is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the product. The normal credit term is 15 to 120 days upon delivery.

Revenue from sale of goods, including concession in respect of Urea, DAP, MOP and Complex Fertilizers receivable from the Government of India under the New

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Pricing Scheme/Concession Scheme, is recognized when the significant risk and rewards of ownership of the goods have passed to the customers, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

Concessions in respect of Urea as notified under the New Pricing Scheme is recognized with adjustments for escalation/ de-escalation in the prices of inputs and other adjustments as estimated by the management in accordance with the known policy parameters in this regard.

Subsidy for Phosphatic and Potassic (P&K) fertilisers are recognized as per rates notified by the Government of India in accordance with Nutrient Based Subsidy Policy from time to time.

Uniform freight subsidy on Urea, Complex fertilisers, Imported DAP and MOP has been accounted for in accordance with the parameters and notified rates.

In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, and consideration payable to the customer (if any).

i) Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

(a) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in

Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset (and corresponding adjustment to change in inventory) is also recognised for the right to recover products from a customer.

(b) Volume rebates

The Group provides volume rebates to certain customers once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Group applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

ii) Significant financing component

Occasionally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in paragraph xvi) financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Assets and liabilities arising from rights of return

Right of return assets

Right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

As per Ind AS 115 and the Educational Material of Ind AS 115, sales tax/ VAT is not received by the entity on its own account, it is tax collected on value added to the commodity by the seller on behalf of the Government, therefore, it is excluded from revenue. From 1 July 2017, the GST regime has been introduced, revenue is being recognised net of GST.

Insurance claims

Insurance claims and receivable on account of interest from dealers on delayed payment are accounted for to the extent the Group is reasonably certain of their ultimate collection.

Interest income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend

Dividend is recognized when the shareholders' right to receive payment is established by the balance sheet date.

xxii) Retirement and other employee benefits

a) Provident Fund

Retirement benefits in the form of Provident Fund in respect of the Parent Company is a defined benefit obligation and is provided on the basis of actuarial valuation of projected unit credit method made at the end of each financial year. The difference between the actuarial valuation of the provident fund of employees at the year end and the balance of own managed fund is provided for as liability in the books in terms of the provisions under Employee Provident Fund and Miscellaneous Provisions Act, 1952. Any excess of plan assets over projected benefit obligation is ignored as such surplus is distributed to the beneficiaries of the trust.

Retirement benefits in the form of Provident Fund in case of a subsidiary and other units of the Parent Company is a defined contribution scheme. The Group recognizes contribution payable to the fund

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scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Superannuation and Contributory Pension Fund

The Parent Company has approved Superannuation Fund and Contributory Pension Fund whereas one subsidiary company have only approved Superannuation Fund, which are defined contribution schemes. Retirement benefit in the form of Superannuation Fund and Contributory Pension Fund are defined contribution scheme. The Group has no obligation, other than the contribution payable to the Superannuation Fund and Contributory Pension Fund to Life Insurance Corporation of India (LIC) against the insurance policy taken with them. The Group recognizes contribution payable to the Superannuation Fund and Contributory Pension Fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

c) Gratuity

Retirement benefit in the form of gratuity is defined benefit obligation and is provided on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

The Parent Company and a subsidiary have taken insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which

they occur, directly in other comprehensive income and such re-measurement gain / (loss) are not reclassified to the statement of profit and loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

d) Post-Retirement Medical Benefit

In respect of the Parent Company post-retirement medical benefit is a defined benefit obligation which is provided for based on actuarial valuation on projected unit credit method made at the end of each financial year. Remeasurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit & loss.

e) Leave Encashment

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Remeasurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit and loss.

The Group treats accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purpose. Such long term compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. The Group presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

f) Pension Fund

In respect of the Parent Company, retirement benefit in the form of family pension fund and National Pension Scheme are defined contribution scheme. The Parent Company has no obligation, other than the contribution payable to the pension

Notes to the Consolidated Financial Statements for the year ended 31 March 2023

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fund. The Parent Company recognizes contribution payable to the pension fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the statement of profit and loss.

g) Voluntary Retirement Scheme

Compensation to employees under the voluntary retirement scheme of the Parent Company is computed on the basis of number of employees exercising the retirement option under the scheme.

h) Short term employee benefits

All employee benefits payable/ available within twelve months of rendering of service are classified as short term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

xxiii) Taxes

Current Income Tax and Deferred Tax

Tax expense comprises current income tax and deferred tax. Current income-tax expense is measured at the amount expected to be paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in

other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it

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(All amounts in Indian Rupees Lakhs, except as otherwise stated)

is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

In case of subsidiary Company, minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as a current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable the subsidiary company will pay normal income tax during the specified year, i.e., the year for which MAT credit is allowed to be carried forward. In the year in which the subsidiary company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The subsidiary company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

Goods and Service Tax (GST) / Sales/value added taxes paid on acquisition of assets or on incurring expenses

When GST amount incurred on purchase of assets or services is not recoverable from the taxation authority, the GST paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as

applicable. Otherwise, expenses and assets are recognized net of the amount of GST paid. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

xxiv) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Parent Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Parent Company and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xxv) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expenses item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

Where the grant or subsidy relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

xxvi) Provisions

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

In case of seeds division, the Parent Company makes an estimation of probable sales return out of the sales booked during the financial year, considering the terms and condition of the sale and past tendency of such sales return. A provision is made for loss on account of such

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estimated sales return which is approximate to the amount of profit originally booked on such sale.

xxvii) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Chief Operating Decision Maker review the performance of the Group according to the nature of products manufactured, traded and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the locations of customers.

Segment accounting policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Consolidated Financial Statements of the Group as a whole.

2.B. Significant accounting judgements, estimates and assumptions

The preparation of the Group's Consolidated Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew

or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

b) Defined benefit plans

The cost of the defined benefit gratuity plan, post-employment medical benefits and other defined benefit plans and the present value of the obligation of defined benefit plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for defined benefit plans, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on the expected future inflation rates. Further details about the defined benefit obligations are given in Note 34.

c) Provision for expected credit losses of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and coverage by deposits or others instruments).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast

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economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 40.

d) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where ever possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 40 for further disclosures.

e) Useful life of Property, plant and equipment

The management estimates the useful life and residual value of property, plant and equipment based on technical evaluation. These assumptions are reviewed at each reporting date.

f) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group.

g) Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of goods include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of goods with rights of return, given the large number of customer contracts that have similar characteristics. In estimating the variable consideration for the sale of goods with volume rebates, the Group determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Estimating variable consideration for returns and volume rebates

The Group estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates.

The Group developed a statistical model for forecasting sales returns. The model used the historical return data of each product to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Group.

The Group's expected volume rebates are analysed on a per customer basis for contracts that are subject to a single volume threshold. Determining whether a

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(All amounts in Indian Rupees Lakhs, except as otherwise stated)

customer will be likely entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date.

The Group applied a statistical model for estimating expected volume rebates for contracts with more than one volume threshold. The model uses the historical purchasing patterns and rebates entitlement of customers to determine the expected rebate percentages and the expected value of the variable consideration. Any significant changes in experience as compared to historical purchasing patterns and rebate entitlements of customers will impact the expected rebate percentages estimated by the Group.

The Group updates its assessment of expected returns and volume rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns and volume rebates are sensitive to changes in circumstances and the Group's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

h) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

i) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.C. Changes in accounting policies and disclosures

There is no change in accounting policies during the year, which may have any material impact on the standalone financial statement of the Company.

2.D. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

Notes to the Consolidated financial statements for the year ended 31 March 2023

3A. Property, plant and equipment

(INR in lakhs)

	Freehold land (Refer Note 45B and Note i below)	Leasehold land (Refer Note ii below)	Buildings	Railway siding	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total	Capital work in progress
Cost										
As at 1 April 2021	64,123.46	-	11,578.71	580.03	69,179.18	1,239.67	821.33	639.63	1,48,162.01	7,826.17
Additions	3,327.59	-	116.82	157.31	2,748.67	186.66	170.10	22.36	6,729.51	27,129.13
Assets classified as held for sale (Refer Note 10)	0.20	-	-	-	-	-	-	-	0.20	-
Disposals	-	-	-	11.02	909.46	-	1.59	46.37	968.44	2,949.25
As at 31 March 2022	67,450.85	-	11,695.53	726.32	71,018.39	1,426.33	989.84	615.62	1,53,922.88	32,006.05
Additions	-	-	78.41	-	57,184.06	538.60	242.51	106.70	58,150.28	27,297.74
Assets classified as held for sale (Refer Note 10)	41.25	-	683.61	-	-	-	-	-	724.86	-
Disposals	0.33	-	348.93	-	2,175.31	71.41	43.65	39.26	2,678.89	57,386.38
As at 31 March 2023	67,409.27	-	10,741.40	726.32	1,26,027.14	1,893.52	1,188.70	683.06	2,08,669.41	1,917.41
Depreciation and Impairment										
As at 1 April 2021	-	-	2,458.22	270.20	20,564.52	611.22	613.82	400.91	24,918.89	-
Charge for the year*	-	-	355.80	61.88	4,775.79	103.37	84.82	95.99	5,477.64	-
Disposals	-	-	-	10.27	355.02	-	1.01	30.37	396.67	-
As at 31 March 2022	-	-	2,814.02	321.81	24,985.29	714.59	697.63	466.53	29,999.86	-
Charge for the year*	-	-	376.23	59.45	5,688.91	136.05	112.46	68.41	6,441.50	-
Assets classified as held for disposal	-	-	105.49	-	-	-	-	-	105.49	-
Disposals	-	-	111.36	-	1,494.17	56.06	3.41	29.71	1,694.71	-
As at 31 March 2023	-	-	2,973.40	381.26	29,180.03	794.58	806.67	505.23	34,641.17	-
Net book value										
As at 31 March 2023	67,409.27	-	7,768.00	345.06	96,847.11	1,098.94	382.03	177.83	1,74,028.24	1,917.41
As at 31 March 2022	67,450.85	-	8,881.51	404.51	46,033.10	711.74	292.21	149.09	1,23,923.02	32,006.05
As at 1 April 2021	64,123.46	-	9,120.49	309.83	48,614.66	628.44	207.51	238.72	1,23,243.12	7,826.17

* includes INR Nil (31 March 2022 : INR Nil) related to discontinued operations (Refer Note 30).

For Property, plant and equipment existing as on 1 April 2015, i.e., its date of transition to Ind AS, the Group has used Indian GAAP carrying value of the assets as deemed costs.

3B. Right of use assets

(INR in lakhs)

Particulars	Right to use building	Right to use land (Refer Note ii below)	Total
Cost			
As at 1 April 2021	7,209.19	2,872.73	10,081.92
Additions	768.03	-	768.03
Disposals	1,013.25	-	1,013.25
Discontinued operations (Refer Note 30)	415.31	-	415.31
As at 31 March 2022	6,548.66	2,872.73	9,421.39
Additions	2,173.11	-	2,173.11
Disposals	307.46	-	307.46
Adjustment	1,632.70	-	1,632.70
As at 31 March 2023	10,047.01	2,872.73	12,919.74
Depreciation and impairment			
As at 1 April 2021	1,770.97	228.19	1,999.16
Charge for the year*	817.58	101.38	918.96
Disposals	329.79	-	329.79
Discontinued operations (Refer Note 30)	139.89	-	139.89

Notes to the Consolidated financial statements for the year ended 31 March 2023

As at 31 March 2022	2,118.87	329.57	2,448.44
Charge for the year*	954.63	97.28	1,051.91
Disposals	137.57	-	137.57
Adjustment	743.25	-	743.25
As at 31 March 2023	3,679.18	426.85	4,106.03
Net book value			
As at 31 March 2023	6,367.84	2,445.88	8,813.71
As at 31 March 2022	4,429.79	2,543.16	6,972.95
As at 1 April 2021	5,438.22	2,644.54	8,082.76

- i. This includes freehold land of INR 6,817.79 lakhs (31 March 2022 : INR 6,817.79 lakhs) in respect of a subsidiary company acquired by the Parent Company in a past business combination. The said land is fair valued as per the principles of Ind AS 103 and an addition of INR 57,246.18 lakhs, on account of fair valuation, was booked in the year of acquisition of the subsidiary as a part of purchase price allocation.
- ii. This includes, in respect of Parent Company, land of INR 396.00 lakhs (31 March 2022 : INR 396.00 lakhs) wherein lease cum sale agreement is for a year of 10 years. Lesser shall sell the property at the end of the lease year or extended year, if any.
- iii. Assets pledged as security for borrowings: Refer Note 14 for information on property, plant and equipment pledged as security against borrowings.
- iv. Building includes self constructed building with net book value of INR 3,363.04 lakhs (31 March 2022 : INR 4,153.91 lakhs) on leasehold land.
- v. Contractual obligations: Refer to Note 35 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

vi. Capitalised Expenditure

Borrowing Costs

Plant and machinery and capital work-in-progress additions during the period includes INR 1,331.91 Lakhs (March 31, 2022 : INR Nil) and INR 17.97 Lakhs (March 31, 2022: INR 1,388.84 Lakhs), respectively, towards capitalisation of borrowing cost. The rate used to determine the amount of borrowing costs eligible for capitalisation was 9.27% (March 31, 2022 : 8.17%), which is the average interest rate of borrowings.

(INR in lakhs)

	31 March 2023	31 March 2022
Balance brought down	1,683.23	1,683.23
Interest expenses	-	-
Sub-Total	1,683.23	1,683.23
Less: Allocated to Property, plant and equipment	1,331.91	-
Balance carried over (included in Capital work in progress)	351.32	1,683.23

vii. Capital work in progress

In case of the Parent Company, Capital work in progress comprises of expenditure for revamping of ammonia urea plant and other plant and machinery in the course of construction, which has been transferred to discontinued operations (Refer Note 30). In case of a Subsidiary Company, it comprises of expenditure in respect of energy saving project.

viii. Capital work in progress ageing (Refer Note 30 Discontinued Operations)

CWIP Ageing Schedule As at 31 March 2023

(INR in lakhs)

CWIP	Amount in capital work in progress for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Project work in progress	1,089.52	701.21	4.22	2.26	1,797.21
Projects temporarily suspended	-	-	3.54	116.66	120.20
Total	1,089.52	701.21	7.76	118.92	1,917.41

Notes to the Consolidated financial statements for the year ended 31 March 2023

CWIP Completion schedule as at 31 March 2023

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	308.92	200.00	-	-	508.92
Projects temporarily suspended	-	-	-	-	-

CWIP ageing Schedule As at 31 March 2022

CWIP	Amount in capital work in progress for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Project work in progress	24,510.30	3,592.61	1,023.06	2,759.88	31,885.85
Projects temporarily suspended	-	3.54	73.16	43.50	120.20
Total	24,510.30	3,596.15	1,096.22	2,803.38	32,006.05

CWIP Completion schedule as at 31 March 2022

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	17.54	250.00	-	-	267.54
Projects temporarily suspended	-	-	-	-	-

ix. In case of parent Company, Title deeds of Immovable Properties not held in name of the parent Company

Particulars	Description	Gross Carrying Value	Title deed in the name of	Whether title deed holder is promoter, director or relative	Date of property held	Reason for not held in the name of company
Freehold Land	Land	2.97	Jose Robello	NO	2011-12	Mutation is In process
Freehold Land	Land	0.17	Comunidade of Goa	NO	2011-12	Mutation is In process

4. Investment property

(INR in lakhs)

Particulars	(INR in lakhs)
Opening balance at 1 April 2021	362.29
Additions (subsequent expenditure)	-
Disposals	-
Closing balance at 31 March 2022	362.29
Additions (subsequent expenditure)	-
Disposals	19.85
Closing balance at 31 March 2023	342.44
Depreciation	
Opening balance at 1 April 2021	-
Depreciation for the year	-
Closing balance at 31 March 2022	-
Depreciation for the year	-
Closing balance at 31 March 2023	-
Net book value	
As at 31 March 2023	342.44
As at 31 March 2022	362.29
As at 1 April 2021	362.29

For investment property existing as on 1 April 2015, i.e., its date of transition to Ind AS, the Parent Company has used Indian GAAP carrying value of the assets as deemed costs.

Notes to the Consolidated financial statements for the year ended 31 March 2023

(INR in lakhs)

Information regarding income and expenditure of Investment property	31 March 2023	31 March 2022
Rental income derived from investment properties	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that generating rental income	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income	Nil	Nil
Profit arising from investment properties before depreciation and indirect expenses	Nil	Nil
Less – Depreciation	Nil	Nil
Profit arising from investment properties before indirect expenses	Nil	Nil

Investment property consist of freehold land owned by the Parent Company.

During the year ended 31 March 2023, the Government of Tamil Nadu compulsorily acquired 6067 sq mtr of land at rate of 346.59 per sq mtrs.

The Parent Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Parent Company considers information from a variety of sources including :-

1. Current prices in an active market of properties of different nature or recent prices of similar properties in less active market adjusted to reflect those differences.
2. Discounted cash flow projections based on reliable estimates of future cash flows.
3. Capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

As at 31 March 2023 and 31 March 2022, the fair values of the investment properties are INR 489.30 lakhs and INR 446.40 lakhs respectively. These valuations are based on valuations performed by an accredited independent valuer, who is specialist in valuing these types of investment properties. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied. The valuation is done based on current prices in active market of properties of different nature.

Details of key inputs used in the valuation of investment properties are as below:

Property description: Land situated in the Pannagudi & Karaikal Village, Tamil Nadu

(INR in lakhs)

Significant unobservable Inputs	Inputs	
	31 March 2023	31 March 2022
Land area	23.3 acre	24.8 acre
Prevailing market rate (per acre)	INR 20.00 lakhs/acre	INR 18.00 lakhs/acre
Guidelines rates obtained from register office	INR 4.00 lakhs/acre	INR 2.68 lakhs/acre
Assessed / adopted rate for valuation	INR 21.00 lakhs/acre	INR 18.00 lakhs/acre

Reconciliation of fair value:

(INR in lakhs)

Opening balance as at 1 April 2021	521.00
Fair value difference	(74.60)
Purchases	-
Closing balance as at 31 March 2022	446.40
Fair value difference	42.90
Purchases	-
Closing balance as at 31 March 2023	489.30

Notes to the Consolidated financial statements for the year ended 31 March 2023

The Parent Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

5. Intangible Assets

(INR in lakhs)

	Software	Goodwill (Pursuant to the scheme of amalgamation)*	Goodwill (Pursuant to the scheme of amalgamation)**	Trademark [^]	Total	Intangible assets under development
Cost						
As at 1 April 2021	387.24	443.60	1,533.53	11,405.00	13,769.37	-
Additions	30.59	-	-	-	30.59	-
Disposals	-	-	-	-	-	-
As at 31 March 2022	417.83	443.60	1,533.53	11,405.00	13,799.96	-
Additions	52.62	-	-	-	52.62	-
Disposals	-	-	-	-	-	-
As at 31 March 2023	470.45	443.60	1,533.53	11,405.00	13,852.58	-
Amortization						
As at 1 April 2021	236.83	412.02	-	1,674.84	2,323.69	-
Charge for the year*	67.61	-	-	285.13	352.74	-
Disposals	-	-	-	-	-	-
As at 31 March 2022	304.44	412.02	-	1,959.97	2,676.43	-
Charge for the year*	72.62	-	-	285.13	357.75	-
Disposals	-	-	-	-	-	-
As at 31 March 2023	377.06	412.02	-	2,245.10	3,034.18	-
Net book value						
As at 31 March 2023	93.39	31.58	1,533.53	9,159.90	10,818.40	-
As at 31 March 2022	113.39	31.58	1,533.53	9,445.03	11,123.53	-
As at 1 April 2021	150.41	31.58	1,533.53	9,730.16	11,445.68	-

* amortisation for the year includes INR Nil (31 March 2022 : INR Nil) related to discontinued operations (Refer Note 30).

For Intangible assets existing as on 1 April 2015, i.e., its date of transition to Ind AS, the Group has used Indian GAAP carrying value of the assets as deemed costs. Software and intangible asset under development consists of cost of ERP licenses and development cost.

[^] Trademark represents acquisition date fair value of brand in one of the subsidiary of the Group.

6. Investment in joint ventures

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Investments in unquoted equity instruments				
Investment in joint ventures				
17,98,16,228 (31 March 2022 : 17,98,16,228) Equity shares of				
INR 10/- each fully paid-up of Zuari Maroc Phosphates Private Limited	1,08,429.15		92,439.34	
Add: Share of OCI for the year	13.64		(38.84)	
Add: Share of profit for the year	9,792.64	1,18,235.43	16,028.65	1,08,429.15
Total		1,18,235.43		1,08,429.15

Notes to the Consolidated financial statements for the year ended 31 March 2023

7. Financial assets

7A. Investments

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Investments in equity instruments carried at fair value through other comprehensive income (FVTOCI)				
Quoted equity instruments				
49,53,449 (31 March 2022: 1,11,40,632) Equity shares of INR 1/- each fully paid-up of Nagarjuna Fertilisers and Chemicals Limited	455.72	1,442.71	-	-
Unquoted equity instruments				
1,44,000 (31 March 2022 : 1,44,000) Equity shares of INR 10/- each fully paid up of Indian Potash Limited (Refer Note (a) below)	5,537.00	2,764.80	-	-
Investments in unquoted preference shares				
Investments at fair value through profit or loss				
Bangalore Beverages Limited (2,00,000 (31 March 2022 : 2,00,000) redeemable cumulative preference shares of INR 1/- each with coupon rate of 10% p.a. repayable after 20 years)	20,000.00	20,000.00	-	-
Less:- Provision for diminution in the value of investment	(20,000.00)	(20,000.00)	-	-
Investment in mutual fund				
22.199 units (31 March 2022 : 22.199 units) of Aditya Birla Sun Life Low Duration Fund - Growth Regular Plan	-	-	0.10	0.10
2,895.812 units (31 March 2022 : 2,895.812 units) of ICICI Prudential 8089 / Floating Interest Fund - DP Growth Fund	11.11	10.44	-	-
Total	6,003.83	4,217.95	0.10	0.10
Aggregate value of quoted investments	455.72	1,442.71	0.10	0.10
Aggregate value of unquoted investments	5,548.11	2,775.24	-	-
Total	6,003.83	4,217.95	0.10	0.10
Aggregate amount of impairment in value of investments	20,000.00	20,000.00	-	-
Market Value of quoted Investments	455.72	1,442.71	0.10	0.10

- (a) The management has assessed fair value of the investment in unquoted shares of Indian Potash Limited based on valuation report of an independent valuer. For detail of method and assumptions used for the valuation, Refer Note 38.
- (b) Investments at fair value through OCI (fully paid) reflect investment in quoted and unquoted equity securities. These equity shares are designated as fair value through other comprehensive income (FVTOCI) as they are not held for trading purpose. Thus, disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding. The Group has not transferred any gain or loss within equity in the current or previous year. Refer Note 38 for determination of their fair values.

7B. Loans

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Other loans and advances				
Secured, considered good				
Loans to employees	-	1.90	-	-
Unsecured, considered good				
Loans to employees	-	-	-	-
Interest accrued on loans to employees	1.66	1.95	-	-
Total	1.66	3.85	-	-

Notes to the Consolidated financial statements for the year ended 31 March 2023

Assets pledged as security for borrowings: Refer Note 14 for information on loans pledged as security against borrowing.

Loans are non-derivative financial assets which generate a fixed or variable interest income for the Group and are measured at amortised cost. The carrying value may be affected by changes in the credit risk of the counterparties.

7C. Other financial assets

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Derivative instruments at fair value through profit or loss				
Derivatives not designated as hedges				
Foreign exchange forward covers	-	-	26.61	43.23
Other financial assets (Unsecured, considered good)				
Security deposits				
Unsecured, considered good				
- with related parties (Refer Note 36)	61.43	-	-	-
- with others	1,514.19	1,021.00	-	-
Non-current bank balances	-	13.39	-	-
Claim receivable	-	-	518.86	-
Rebate/discount receivable from suppliers	-	-	938.31	1,377.77
Receivables against Sale of Business	-	-	1,434.89	-
Interest receivable from customers				
- from related parties (Refer Note 36)	-	-	-	-
- from others	-	-	150.60	59.86
Interest receivable on bank deposits	-	-	15.63	75.42
Packing scheme incentive grant receivable	33.70	33.70	57.41	57.41
Other financial assets (Unsecured, credit impaired)				
Accrued service income	-	-	-	74.28
Less: Credit impaired	-	-	-	(74.28)
Total	1,609.31	1,068.09	3,142.31	1,613.69

Assets pledged as Security for borrowings: Refer Note 14 for information on financial assets pledged as security against borrowing.

Derivative instruments at fair value through profit or loss reflect the positive change in fair value of those foreign exchange forward contracts that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for expected sales and purchases.

Break up of financial assets carried at amortised cost

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Loans (Refer Note 7B)	1.66	3.85	-	-
Trade receivables (Refer Note 11)	-	-	78,020.05	63,350.94
Cash and cash equivalents (Refer Note 12A)	-	-	38,920.33	56,551.26
Other bank balances (Refer Note 12B)	-	-	3,816.72	13,922.72
Other financial assets (Refer Note 7C)	1,609.31	1,068.09	3,142.31	1,613.69
Total financial assets carried at amortised cost	1,610.97	1,071.94	1,23,899.40	1,35,438.61

Notes to the Consolidated financial statements for the year ended 31 March 2023

8. Other assets

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Unsecured, considered good, except where otherwise stated				
Capital advances				
- to related parties (Refer Note 36 and Note 46)	155.00	183.23	-	-
- to others (Refer Note (a) below)	925.60	1,541.31	-	-
Advances (other than capital advances)				
- related parties, considered good (Refer Note 36 and Note 47)	-	-	81.00	81.00
- others, considered good	-	-	865.00	933.84
- others, considered doubtful	1,668.20	4,880.59	-	-
	1,668.20	4,880.59	946.00	1,014.84
Less: provision for doubtful advances	(1,668.20)	(4,880.59)	-	-
	-	-	946.00	1,014.84
Balances with statutory authorities				
- considered good	-	-	3,359.50	4,555.10
- considered doubtful	-	-	1,155.22	1,192.26
	-	-	4,514.72	5,747.36
Less: Balances with statutory authorities-considered doubtful	-	-	(1,155.22)	(1,192.26)
	-	-	3,359.50	4,555.10
Advance to employees	-	-	19.94	31.39
Refund receivable Goods and Service Tax (Refer Note (b) below)	-	-	9,199.93	2,442.30
Prepaid expenses	316.57	354.90	1,516.94	1,837.79
	316.57	354.90	10,736.81	4,311.48
Total	1,397.17	2,079.44	15,042.31	9,881.42

Assets pledged as security for borrowings: Refer Note 14 for information on other assets pledged as security against borrowing.

- (a) The Parent Company had given an advance of INR 4,029.44 lakhs in September 2010 to Karnataka Industrial Area Development Board (KIADB) for allotment of land for setting up of 1.20 Million TPA urea plant in Belgaum district. KIADB failed to acquire the land and after continuous discussion with KIADB for two years, the Parent Company had come out of the project. KIADB had refunded INR 3,425.02 lakhs and retained INR 604.42 lakhs which was to be adjusted in case the Parent Company seek some other land in Karnataka. Based on the details of land subsequently provided by the KIADB, the Parent Company has requested to allot 12 acres land at Belapu industrial estate and adjust the retained amount by KIADB to the cost of the new land. However, KIADB has not yet agreed for the adjustment. Management had filed the writ petition in the Hon'ble High Court of Karnataka at Bengaluru against the State of Karnataka - Industries and Commerce Department and KIADB for not allotting land to the Parent Company for setting up Fertilizer Project in Belapu Industrial Area, Udupi District, Karnataka and illegally withholding a sum of INR 604.42 lakhs. The Hon'ble High Court vide judgement dated 16 September 2019 disposed of the matter and directed the KIADB to consider the application of the Parent Company for the allotment of Land within a period of six weeks from the date of receipt of certified copy of order. Pursuant to the court order, the Parent Company issued a letter to KIADB requesting them to allot alternate land. KIADB vide their order dated 18 November 2019 has refused to adjust the forfeited amount against allotment of land in Belapu. Subsequently, the Parent Company has filed a writ petition with Hon'ble High Court of Karnataka at Bangalore on 10 February 2020 challenging the KIADB order dated 18 November 2019. The Petition was listed for hearing on 23 September 2021. After hearing our counsels briefly on the matter, the Hon'ble court directed for the matter to be listed after two weeks for admission. The matter has not been listed till date.

Based on previous judgement and legal opinion obtained by the management for this matter, the management is hopeful to get the above amount adjusted against allotment of land or refund of the same.

- (b) In case of Parent Company, During the year, the Company has filed a Refund application for the month of January 2023, with Goods and Services Tax Authorities for Input tax credit which is accumulated in the Electronic Credit Ledger of the Company due to Inverted Tax Structure, for an amount of INR 270.69 lakhs.

Notes to the Consolidated financial statements for the year ended 31 March 2023

9. Inventories (valued at lower of cost and net realisable value)

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Raw materials [includes material in transit: INR 968.84 lakhs (31 March 2022 : INR 7,847.92 lakhs)]	17,467.00	22,381.59
Work-in-progress	823.86	274.44
Finished goods	3,140.02	18,452.59
Traded goods [includes material in transit: INR Nil lakhs and (31 March 2022 : includes material in transit: INR 320.88 lakhs)]	14,844.38	5,233.70
Stores and spares [includes material in transit: INR 30.65 lakhs (31 March 2022 : INR 92.87 lakhs)]	3,594.24	4,045.72
Total	39,869.50	50,388.04

During the year ended 31 March 2023 : INR 83.77 lakhs (31 March 2022 : INR 119.37 lakhs) was recognised as an expense for inventories carried at net realisable value.

Assets pledged as security for borrowings: Refer Note 14 for information on inventories pledged as security against borrowing.

10. Assets held for sale/ liabilities directly associated with the assets held for sale

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
(a) Assets held for sale		
- Land (Refer Note i below)	41.41	0.20
- Building (Refer Note ii below)	578.12	-
- Discontinued Operations (Refer Note 30)	-	1,31,881.16
	619.53	1,31,881.36
(b) Liabilities directly associated with discontinued operations		
- Discontinued Operations (Refer Note 30)	-	1,85,559.74
Total	-	1,85,559.74

- During the year ended 31 March 2023, the Company had sold few land parcels at Sancoale, Goa and the management is intended to sale the balance parcels of land at Sancoale, Goa. The sale of the asset is expected to be executed within 12 months. Accordingly, the said parcel of lands have been classified from property, plant and equipments to Assets classified as held for sale.
- During the year ended 31 March 2023, the management is in advance discussion to sale its Pune office premises. The sale of the asset is expected to be executed within 12 months. Accordingly, the said value of building has been classified from property, plant and equipments to Assets classified as held for sale.

Assets classified as held for sale during the reporting period are measured at lower of its carrying amount and fair value less cost to sell at the time of reclassification. Fair value of the assets were determined using the market approach.

11. Trade receivables (at amortized cost)

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Trade receivables - related parties (Refer Note 36)	21.91	-
Trade receivables - others	77,998.14	63,350.94
Total	78,020.05	63,350.94

Break-up for security details:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
From Related Parties (Refer Note 35)		
Unsecured, considered good	21.91	-
Trade Receivables		
Secured, considered good	4,311.66	4,311.66
Unsecured, considered good [including subsidy receivable from government of INR 66,400.82 lakhs (31 March 2022 : INR 1,09,345.71 lakhs), transferred to discontinued operations INR Nil (31 March 2022 : INR 50,807.69 lakhs)]	73,686.48	59,039.28
Trade receivables- credit impaired	1,854.92	3,688.60
Total	79,874.97	67,039.54
Less : Trade receivables- credit impaired	(1,854.92)	(3,688.60)
Total	78,020.05	63,350.94

Notes to the Consolidated financial statements for the year ended 31 March 2023

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person, other than those mentioned in Note 47. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

For terms and conditions relating to related party receivables, refer Note 36.

Trade receivables from dealers are non-interest bearing during the normal credit years and are generally on terms of 15 to 120 days.

Assets pledged as Security for borrowings: Refer Note 14 for information on trade receivables pledged as security against borrowing.

Trade receivables ageing as at 31 March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i) Undisputed trade receivables - Considered good	66,455.79	149.06	-	2,708.88	5,793.11	75,106.84
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	122.16	33.00	14.00	38.36	207.52
(iii) Undisputed trade receivables - Credit impaired	-	-	16.51	89.02	1,541.08	1,646.61
(iv) Disputed trade receivables - Considered good	-	-	2,914.00	-	-	2,914.00
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
Total	66,455.79	271.22	2,963.51	2,811.90	7,372.55	79,874.97

Trade receivables ageing as at 31 March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i) Undisputed trade receivables - Considered good	60,160.30	70.90	751.61	22.24	-	61,005.05
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables - Credit impaired	-	-	-	-	3,120.49	3,120.49
(iv) Disputed trade receivables - Considered good	-	-	2,914.00	-	-	2,914.00
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
Total	60,160.30	70.90	3,665.61	22.24	3,120.49	67,039.54

12A. Cash and cash equivalents

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Balances with banks:		
- on current accounts	5,896.63	11,229.27
- on cash credit accounts	-	316.05
- Deposits with original maturity of less than 3 months	33,021.36	45,002.61
Cash on hand	2.34	3.33
Total	38,920.33	56,551.26

Notes to the Consolidated financial statements for the year ended 31 March 2023

12B. Other bank balances

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Other Bank Balances :		
- on Unpaid dividend accounts (repatriation restricted)*	328.66	127.97
Deposits with original maturity for more than 3 months but less than 12 months	5.21	2,000.00
Margin money deposits**	3,482.85	11,794.75
Total	3,816.72	13,922.72

* The Group can utilise these balances only towards settlement of the respective unpaid dividend.

** Margin money deposits are provided as margin for letter of credits and as interest service coverage reserve for long term borrowings. The same are restricted for use till settlement of corresponding liability.

13. Share capital

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Authorised share capital		
12,25,00,000 (31 March 2022 : 12,25,00,000) Equity Shares of INR 10/- each	12,250.00	12,250.00
3,45,00,000 (31 March 2022 : 3,45,00,000) Preference Shares of INR 10/- each	3,450.00	3,450.00
	15,700.00	15,700.00
Issued and subscribed share capital*		
4,20,58,006 (31 March 2022 : 4,20,58,006) Equity Shares of INR 10/- each fully paid	4,205.80	4,205.80

a. Reconciliation of shares outstanding at the beginning and end of the reporting year

(INR in lakhs)

Equity shares	31 March 2023		31 March 2022	
	In Numbers	INR in lakhs	In Numbers	INR in lakhs
At the beginning of the year	4,20,58,006	4,205.80	4,20,58,006	4,205.80
Issued during the year	-	-	-	-
Outstanding at the end of the year	4,20,58,006	4,205.80	4,20,58,006	4,205.80

b. Terms/Rights attached to equity shares

The Parent Company has only one class of equity shares having a par value of INR 10 per share. Each share holder of equity shares is entitled to one vote per share. The Parent Company declares and pays dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of shareholders in the Annual General Meeting.

In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Parent Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2022	Changes during the year	As at 31 March 2023	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	-	84,11,601	20.00	-
Zuari Management Services Limited	50,78,909	-	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	-	30,00,125	7.13	-
Globalware Trading And Holding Limited	74,91,750	-	74,91,750	17.81	-

Notes to the Consolidated financial statements for the year ended 31 March 2023

Promoter Group					
Adventz Finance Private Limited *	14,47,301	98,541	15,45,842	3.68	6.81
New Eros Tradecom Limited	11,96,767	-	11,96,767	2.85	-
Jeewan Jyoti Medical Society	1,38,550	-	1,38,550	0.33	-
Duke Commerce Limited	1,11,000	-	1,11,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	1,50,000	-	1,50,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	-	21,621	0.05	-
Akshay Poddar	1,50,585	-	1,50,585	0.36	-
Basant Kumar Birla	30,000	-	30,000	0.07	-
Total	2,73,56,419	98,541	2,74,54,960	65.28	0.36

Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2021	Changes during the year	As at 31 March 2022	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	-	84,11,601	20.00	-
Zuari Management Services Limited	50,78,909	-	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	-	30,00,125	7.13	-
Globalware Trading And Holding Limited	74,91,750	-	74,91,750	17.81	-
Promoter Group					
Adventz Finance Private Limited	14,24,201	23,100	14,47,301	3.44	1.62
New Eros Tradecom Limited	11,96,767	-	11,96,767	2.85	-
Jeewan Jyoti Medical Society	1,38,550	-	1,38,550	0.33	-
Duke Commerce Limited	1,11,000	-	1,11,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Adventz Investment Company Private Limited	15,000	(15,000)	-	-	(100)
Ricon Commerce Ltd.	8,100	(8,100)	-	-	(100)
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	1,50,000	-	1,50,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	-	21,621	0.05	-
Akshay Poddar	1,50,585	-	1,50,585	0.36	-
Basant Kumar Birla	30,000	-	30,000	0.07	-
	2,73,56,419	-	2,73,56,419	65.04	-

* The Hon'ble National Company Law Tribunal, Kolkata bench, vide its order dated 30th November, 2021 (obtained on 27th December, 2021) approved the scheme of amalgamation amongst Adventz Investment Company Private Limited (AICPL), Sanghashree Investment & Trading Company Limited and Ricon Commerce Limited (RCL) with Adventz Finance Private Limited (AFPL). The scheme was filed with Registrar of Companies, West Bengal and made effective as on 21st January, 2022. Pursuant to the Scheme, on the Effective Date, 15,000 and 8,100 equity shares of Zuari Agro Chemicals Limited ("Company") held by AICPL and RCL respectively vested into AFPL.

d. Details of shareholders holding more than 5% of equity shares in the Company

(INR in lakhs)

Name of shareholder	31 March 2023		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	20.00	-
Globalware Trading and Holdings Limited	74,91,750	17.81	-
Zuari Management Services Limited	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	7.13	-

Notes to the Consolidated financial statements for the year ended 31 March 2023

Name of shareholder	31 March 2022		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	20.00	-
Globalware Trading and Holdings Limited	74,91,750	17.81	-
Zuari Management Services Limited	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	7.13	-

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding

* Pursuant to the Scheme of Arrangement and Demerger ("the Scheme") between the Company (Zuari Agro Chemicals Limited) and Zuari Industries Limited (Formely Zuari Global Limited), the Company had issued 2,94,40,604 equity shares of INR 10/- each aggregating to INR 2,944.06 lakhs to the existing shareholders of Zuari Industries Limited (Formely Zuari Global Limited) in the ratio of 1 fully paid up Equity share of INR 10/- each of Zuari Agro Chemicals Limited during the financial year ending 31 March 2013. Out of the above shares issued pursuant to the Scheme, 8,051 (31 March 2021: 8,051) Equity Shares entitlements have been kept in abeyance pursuant to Section 206A of the Companies Act, 1956 in accordance with instructions from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and in respect of shareholders who could not exercise their rights in view of disputes, mistakes, discrepancy in holdings, etc.

No shares has been issued for consideration other than cash during the period of five years immediately preceding the reporting date.

13A. Other equity

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Business Restructuring Reserve		
Balance as per last financial statements	65,404.84	65,404.84
Add: Received during the year	-	-
Closing balance	65,404.84	65,404.84
Capital Reserve		
Balance as per the last financial statements	57,927.16	57,927.16
Add: Amount transferred on consolidation (Refer Note below)	-	-
Add: Adjustment of Capital reduction in subsidiary	69,896.74	-
Closing balance	1,27,823.90	57,927.16
General Reserve		
Balance as per last financial statements	6,150.00	6,150.00
Add: Received during the year	-	-
Closing balance	6,150.00	6,150.00
(Deficit) in the statement of profit and loss		
Balance as per last financial statements	(98,254.54)	(1,11,263.34)
Profit/(Loss) for the year	47,664.22	13,043.35
Other comprehensive gain/(loss)	4.59	(34.55)
Adjustment for investment written off of in Subsidiary	1,133.24	-
Net (Deficit) in the statement of profit and loss	(49,452.49)	(98,254.55)
Foreign Currency Translation Reserve		
Balance as per last financial statements	23.18	29.47
Adjustment for investment written off of in Subsidiary	(23.18)	-
Add: Movement during the year	-	(6.29)
Closing balance	-	23.18
Equity instruments through Other Comprehensive Income		
Balance as per last financial statements	1,244.52	(2,834.69)
Add: Movement during the year	2,740.25	4,079.21
Closing balance	3,984.77	1,244.52
Total reserves and surplus	1,53,911.02	32,495.15

Notes to the Consolidated financial statements for the year ended 31 March 2023

Nature and purpose of reserves

Business Restructuring Reserve

In the finance year 2012-13, Pursuant to the Scheme of Arrangement and Demerger ("The Scheme") between Zuari Industries Limited and Zuari Holdings Limited (now known as Zuari Agro Chemicals Limited) the Parent Company, approved by the Hon'ble High Court of Bombay at Goa, on 2 March 2012, all the assets and liabilities pertaining to fertilizer undertaking as on 1 July 2011 of Zuari Industries Limited had been transferred to the Parent Company at their book values and accordingly the surplus of assets over the liabilities of the fertiliser undertaking so demerged, resulted in creation of Business Restructuring Reserve of INR 65,404.84 lakhs in terms of the Order of the Hon'ble High Court of Bombay at Goa which was filled with the Registrar of Company on 21 March 2012. The said reserve be treated as free reserve and be restricted and not utilised for declaration of dividend by the Parent Company.

Capital Reserve

Capital reserve includes INR 35,300.77 lakhs as excess of parent company's share in joint venture entity viz. Zuari Maroc Phosphates Private Limited over its investment on date of transition to Ind AS. Also, includes INR 22,366.74 lakhs as bargain purchase on acquisition of subsidiary.

During the year ended 31 March 2020, capital reserve of INR 259.65 lakhs was created, pursuant to a settlement agreement dated 17 June 2019 which was entered into between Parent Company, McDowells Holdings Limited (MHL) and Mangalore Chemicals and Fertilisers Limited (MCFL), on account of part settlement of dues receivable by Parent Company from MHL. As per the terms of the aforesaid agreement, MHL has transferred its share holding rights of 11,85,151 equity shares of MCFL (subsidiary company), in favour of the Parent Company, accordingly the share holding of Parent Company has increased by 1% in shareholding in MCFL.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Surplus / (Deficit) in the statement of profit and loss

Surplus in the statement of profit and loss represents the profits / (losses) generated by the Group that are not distributed to the shareholder and are re-invested in the Group.

Foreign Currency Translation Reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Equity instruments through Other Comprehensive Income

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

13B. Components of other comprehensive income (OCI):

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended 31 March 2023

(INR in lakhs)				
Equity shares	Foreign Currency Translation Reserve	Equity instruments through Other Comprehensive Income	Surplus/(deficit) in the statement of profit and loss	Non controlling interest
Re-measurement gain on defined benefit plans	-	-	(15.52)	(22.24)
Income tax effect	-	-	6.47	7.76
Net income on equity instruments through other comprehensive income	-	2,740.25	-	-
Income tax effect	-	-	-	-
Share of OCI of joint ventures (net of tax)	-	-	13.64	-
Exchange differences on translation of foreign operations	-	-	-	-
	-	2,740.25	4.59	(14.48)

Notes to the Consolidated financial statements for the year ended 31 March 2023

During the year ended 31 March 2022

(INR in lakhs)

Equity shares	Foreign Currency Translation Reserve	Equity instruments through Other Comprehensive Income	Surplus/(deficit) in the statement of profit and loss	Non controlling interest
Re-measurement gain/(loss) on defined benefit plans	-	-	(0.40)	(14.32)
Income tax effect	-	-	4.69	5.00
Net (loss) on equity instruments through other comprehensive income	-	4,079.21	-	-
Income tax effect	-	-	-	-
Share of OCI of joint ventures (net of tax)	-	-	(38.84)	-
Exchange differences on translation of foreign operations	(6.29)	-	-	-
	(6.29)	4,079.21	(34.55)	(9.32)

14A. Borrowings

(INR in lakhs)

Non-current borrowings (at amortised cost)	31 March 2023	31 March 2022
Term Loans		
From Banks		
Secured		
Indian Rupee loans (Refer Note 1 below)**	44,887.50	28,271.75
Vehicle loans (Refer Note 2 below)	51.28	3.16
Unsecured		
Foreign Currency loans	-	332.97
From financial Institutions		
Secured		
Indian Rupee loans (Refer Note 3 below)	1,536.60	14,865.53
Non Convertible Debentures (Refer Note 4 below)	12,500.00	9,000.00
From Others		
Unsecured		
Lease liabilities (Refer Note 5 below)	9,360.86	7,278.65
Intercompany Deposits (Refer Note 6 below and Note 36)	39,350.00	39,350.00
Total	1,07,686.24	99,102.06
Less: Amount disclosed under "Short Term Borrowings"		
- Current maturities of long term borrowings (Refer Note 14B)	(42,633.48)	(41,158.28)
- Current maturities of lease liabilities (Refer Note 14B)	(36.07)	(595.89)
Total	65,016.69	57,347.89

- 1 (a) In case of a subsidiary, Term loan from a bank of INR 1997.46 Lakhs (including current maturities of INR 1997.46 Lakhs) [March 31, 2022: INR 3,988.61 Lakhs (including current maturities of INR 1,996.37 Lakhs)] carries interest in the range of 8.00% p.a. [March 31, 2022 :8.00% p.a. to 11.50% p.a.] The loan is repayable in 20 equal quarterly installments starting from June 2019 with the last instalment due on March 2024. The loan is secured by first pari-pasu charge on all movable and immovable fixed assets (alongwith working capital lenders), other than fixed assets exclusively charged to other lenders.
- 1 (b) In case of a subsidiary, Term loan from a bank of INR Nil (including current maturities of INR Nil) [March 31, 2022: INR 5,921.78 Lakhs (including current maturities of INR 3,196.08 Lakhs)] carries interest in the range of 6.96% p.a. to 9.70% p.a. [March 31, 2022 : 6.26% p.a. to 6.96% p.a.] The loan is repayable in 15 quarterly installments starting from December 2019 with the last instalment due on February 2024. The loan is secured by first pari-passu first charge over all movable and immovable fixed assets including plant and machinery of the Company (excluding assets exclusively charged to other banks) and first pari-passu with any other security provided to any other lenders including working capital lenders.
- 1 (c) In case of a subsidiary, Term loan from a bank of INR 1495.80 Lakhs (including current maturities of INR 1495.80 Lakhs) [March 31, 2022: INR 2486.83 Lakhs (including current maturities of INR 996.31 Lakhs)] carries interest in the range of 9.30% p.a. to 10.80% p.a. [March 31, 2022 : 9.30% p.a. to 9.35% p.a.] The loan is repayable in 20 quarterly installments starting from June 2019 with the last instalment due on March 2024. The loan is secured by first pari-pasu charge on all movable and immovable fixed assets, both present

Notes to the Consolidated financial statements for the year ended 31 March 2023

and future (other than fixed assets exclusively charged to other lenders) and second pari-passu charge on all current assets, both present and future.

- 1 (d) In case of subsidiary, Term loan from a bank of INR 16,962.30 Lakhs (including current maturities of INR 1,212.02 Lakhs) [March 31, 2022: INR 5,316.21 Lakhs (including current maturities of INR Nil)] carries interest in the range of 9.95% p.a to 10.30% p.a. [March 31, 2022 : 9.95% p.a.] The loan is repayable in 28 quarterly installments starting from November 2023 with the last instalment due on August 2030. The loan is secured by first pari-passu first charge on movable fixed assets to be created from proceeds of the facility for improvement in Energy Efficiency Project of the urea plant, with other participating lenders and first pari passu charge over all movable and immovable fixed assets of the Company excluding those exclusively charged to other term lenders.
- 1 (e) In case of subsidiary, Term loan from a bank of INR 7,103.09 Lakhs (including current maturities of INR 1,057.60 Lakhs) [March 31, 2022: INR 3,408.12 Lakhs (including current maturities of INR 267.86 Lakhs)] carries interest in the range of 10.00% p.a to 10.95% p.a. [March 31, 2022 : 10.00% p.a.] The loan is repayable in 28 quarterly installments starting from March 2023 with the last instalment due on December 2029. The loan is secured by first pari-passu first charge on all fixed assets to be created out of the proposed EIP project, with other participating lenders and first pari passu charge over all movable and immovable fixed assets of the Company excluding the fixed assets charged specifically to the term lenders.
- 1 (f) In case of subsidiary, Term loan from a bank of INR 3,283.08 Lakhs (including current maturities of INR 118.61 Lakhs) [March 31, 2022: INR 3,242.40 Lakhs (including current maturities of INR Nil)] carries interest in the range of 9.50% p.a. to 10.35% p.a. [March 31, 2022 : 9.50% p.a.] The loan is repayable in 28 quarterly installments starting from January 2024 with the last instalment due on October 2030. The loan is secured by first pari-passu first charge on movable fixed assets to be created from proceeds of the facility for improvement in Energy Efficiency Project of the urea plant, with other participating lenders and first pari passu charge over movable and immovable fixed assets of the Company excluding those exclusively charged to other term lenders.
- 1 (g) In case of subsidiary, Term loan from a bank of INR 3,931.39 Lakhs (including current maturities of INR 657.49 Lakhs) [March 31, 2022: INR 3,907.80 Lakhs (including current maturities of INR Nil)] carries interest in the range of 8.65% p.a. to 9.70% p.a. [March 31, 2022: 8.65% p.a.] The loan is repayable in 18 quarterly installments starting from August 2023 with the last instalment due on November 2027. The loan is secured by first pari-passu first charge over movable and immovable fixed assets of the Company, excluding those exclusively charged to other term lenders (including long term loans availed for the energy efficiency capital expenditure).
- 1 (h) In case of subsidiary, Term loan from a bank of INR 4,926.43 Lakhs (including current maturities of INR Nil) [March 31, 2022: INR Nil (including current maturities of INR Nil)] carries interest rate of 8.95% p.a. [March 31, 2022 : Nil % p.a.] The loan is repayable in 10 quarterly installments starting from April 2024 with the last instalment due on July 2026. The loan is secured by first pari-passu first charge over movable and immovable fixed assets of the Company, excluding those exclusively charged to other term lenders (including long term loans availed for the energy efficiency capital expenditure).
- 1 (i) In case of subsidiary, Term loan from a bank of INR 2,470.52 Lakhs (including current maturities of INR Nil) [March 31, 2022: INR Nil (including current maturities of INR Nil)] carries interest rate of 9.25% p.a. [March 31, 2022 : Nil % p.a.] The loan is repayable in 15 quarterly installments starting from September 2024 with the last instalment due on March 2028. The loan is secured by first pari-passu first charge over movable and immovable fixed assets of the Company, excluding those exclusively charged to other term lenders (including long term loans availed for the energy efficiency capital expenditure).
- 1 (j) In case of subsidiary, Term loan from a bank of INR 2,717.41 Lakhs (including current maturities of INR 2,717.41 Lakhs) [March 31, 2022: INR Nil (including current maturities of INR Nil)] carries interest rate of 9.00% p.a. [March 31, 2022 : Nil % p.a.] The loan is repayable in monthly installments starting from April 2023 with the last instalment due on February 2024. The loan is secured by first pari-passu first charge over movable and immovable fixed assets of the Company both present and future, excluding those exclusively charged to other term lenders.
- 2 (a) In case of Parent Company, Vehicle loans from a Bank of INR Nil (including current maturities: INR Nil) [31 March 2022: INR 11.51 lakhs (including current maturities: INR 11.51 lakhs)] carry interest rate ranging from 8.38% p.a. - 10.65% p.a. (31 March 2022 : 8.38% p.a. - 10.65% p.a.). The loans are repayable in 48 equal monthly instalments starting from February 2017 with the last instalment due on April 2023. The loans are secured by way of hypothecation of respective motor vehicles of the Company. This loan has been transferred as part of business transfer agreement (BTA) (Refer Note 30).
- 2 (b) In case of subsidiary, Vehicle loans from a bank of INR 51.28 Lakhs (including current maturities of INR 14.84 Lakhs) [March 31, 2022: INR 3.16 Lakhs (including current maturities of INR 3.16 Lakhs)] carry interest at 8.36% p.a. to 9.35% p.a. [March 31, 2022 : 8.36% p.a.] The loan is repayable in 30 to 48 monthly installments starting from October 2017 with the last instalment due on June 2022 and is secured by first pari-passu charge on fixed assets financed by the said term loans.

Notes to the Consolidated financial statements for the year ended 31 March 2023

- 3 (a) In case of Parent Company, Indian rupee loan of INR 1,536.60 lakhs from a financial institution (including current maturities of INR 1,536.60 lakhs) [31 March 2022: INR 7,679.18 lakhs from a financial institution (including current maturities of INR 7,679.18 lakhs)] carries interest rate of ranging from 11.90%-14.50% p.a. (31 March 2022: 11.70% p.a. - 11.90%). The loan is repayable in 12 equal quarterly instalments starting from May 2020 with the last instalment due on May 2023. The loan is secured by first pari passu charge by way of equitable mortgage of specific immovable assets of the Company with a minimum fixed asset cover of 1.25 times (unencumbered land parcel at Goa), pledge of shares of its subsidiary, Mangalore Chemicals and Fertilisers Limited ("MCFL"), with a minimum share security cover of 1.00 time.
- 3 (b) In case of Parent Company, Indian rupee term loan from a financial institution of INR Nil (including current maturities of INR Nil) (31 March 2022: INR 7,186.35 lakhs (including current maturities of INR 7,186.35 lakhs) carries interest rate of 12.00% p.a. (31 March 2022: 12.00% p.a.). The loan is repayable in 16 equal quarterly instalments starting from December 2019 with the last instalment due on September 2023. The loan is secured by exclusive charge over land (including structures) with minimum cover of 1.5 times and demand promissory note. The loan was repaid in full in the month of May 2022
4. In case of Parent Company, Non-Convertible Debentures of INR 12,500 Lakhs (including current maturities of INR 2,500 lakhs) [31 March 2022: INR 9,000 (including current maturity of INR Nil)] carries coupon rate of 11.50% p.a. are secured by exclusive charge by way of mortgage of specific immovable assets of the Company with a minimum value of assets to be INR 5,000 Lakhs (unencumbered land parcel at Goa), pledge of shares of its subsidiary, Mangalore Chemicals and Fertilisers Limited ("MCFL"), with a minimum share security cover of 2.00 time. The debentures are redeemable in 4 equal quarterly instalments starting from June 2024 with the last instalment due in February 2025.
5. In case of Parent Company, Inter-corporate deposit of INR 39,350.00 lakhs (31 March 2022: INR 39,350.00 lakhs) carries interest rate of 15.00% (31 March 2022: 15.00% p.a.). The loan is repayable after 12 months from the date of disbursement.

7. In respect of Group, set out below are the carrying amounts of lease liabilities and the movements during the year:

(INR in lakhs)

Non-current borrowings (at amortised cost)	31 March 2023	31 March 2022
Opening	7,278.65	7,855.71
Additions	2,173.11	768.03
Disposal	(212.46)	(815.22)
Accretion of interest	828.90	807.73
Payments	(1,560.85)	(1,337.60)
Adjustment	-	-
Closing	8,507.35	7,278.65
Current	861.72	595.89
Non-current	7,645.63	6,682.76

The maturity analysis of lease liabilities are disclosed in Note 40.

The effective interest rate for lease liabilities is 10% - 10.70%, with maturity between 2021-2048.

14B. Borrowings

(INR in lakhs)

Current Borrowings	31 March 2023	31 March 2022
Secured*		
From Banks		
Cash credit (including working capital demand loans)		
(The rate of interest on cash credit is Nil (31 March 2023; 10.25% - 16.45% p.a.) and are repayable on demand. The rate of interest on working capital demand loans is Nil (31 March 2022: 11.05% - 16.45% p.a.) and are repayable over a period of 30 to 365 days)	-	34,546.18
Buyers/ Suppliers credit		
(The rate of Interest on buyers/ suppliers credit varies between 0.37% to 5.58% p.a (31 March 2022 : 0.32% to 0.94% p.a) and are repayable over a year of 69 - 298 days)	35,574.94	48,157.89
Bills discounted		
(Local bills discounted with banks repayable over a period of 180 days at the rate of 4.40% to 7.50% p.a. (31 March 2022: 4.40% to 10.00% p.a.) against Letter of Credit issued by another bank having securities as disclosed below).	55,253.20	65,024.39
Current maturities of long term loans (Refer Note 14A)	42,633.48	40,825.31

Notes to the Consolidated financial statements for the year ended 31 March 2023

Unsecured		
From banks		
Others - short term loan (Refer Note (d) below)	-	2,671.44
Current maturities of long term loan (Refer Note 14A & e below)	-	332.97
From Others		
Inter corporate deposits		
(The rate of interest is 9.25% - 14.00% p.a. (31 March 2022 : 9.25% - 14.00% p.a.) and is repayable over a period of 180 - 365 days)	12,250.00	14,810.00
Current Maturity of Lease liabilities (Refer Note 14A)	36.07	595.89
Total	1,45,747.69	2,06,964.07

Below disclosures includes loans transferred to discontinued operations (Refer Note 30 & 52)

- * (a) In respect of the Parent Company, Cash credit (including working capital demand loans) of INR Nil (31 March 2022: INR 34,546.18 lakhs), and Bill discounting of INR Nil (31 March 2022: INR 10,300.00 lakhs) are secured by the first charge by way of hypothecation on the current assets (excluding assets against which specific loans have been availed), both present and future, wherever situated pertaining to the fertilizer division of the Company and the Company's fertilizer division's present and future book debts outstanding, moneys receivable, claims, bills, contracts, engagements, rights and assets excluding some subsidy receivable amount exclusively charged to certain banks and first pari-passu charge by way of mortgage on specific land parcels situated at Zuarinagar, Goa. The entire Working Capital Facilities were paid in full in the month of May 2022.
- (b) In respect of a subsidiary, Buyers credit facilities of INR 35,574.94 lakhs (31 March 2022 : 24,271.77 lakhs), suppliers credit of INR Nil lakhs (31 March 2022 : 23,886.12 lakhs), bill discounting of INR 55,253.20 lakhs (31 March 2022 : INR 54,724.39 lakhs) are secured by first pari-passu charge on all current assets (both present and future) and property, plant and equipment of the Subsidiary Company, excluding assets which are exclusively charged to other lenders.
- (c) In respect of a subsidiary, a purchase card facility of INR Nil lakhs (31 March 2022 : INR 2,671.44 lakhs) has been availed from a Bank. The facility carries interest in the range of Nil % p.a. (31 March 2022 : 7.50% - 8.50% p.a) and repayable over a maturity period of 45 to 120 days.
- (d) In case of Parent Company, Inter-corporate deposit of INR 12,250.00 lakhs (31 March 2022: INR 14,810.00 lakhs) carries interest rate of 9.25% - 13.50 % p.a. (31 March 2022: 9.25% - 14.00 % p.a.) and are repayable over a period of 180 - 365 days
- (e) In case of subsidiary, Term loan from a bank of INR Nil (including current maturities of INR Nil) [March 31, 2022: INR 332.97 Lakhs (including current maturities of INR 332.97 Lakhs)] carries fixed interest of 1.40% p.a. [March 31, 2022 : 1.40% p.a.] The loan is repayable in 14 equal installments starting from August 2016 with the last installment due on February 2023. The loan is secured by guarantee issued by Eksport Kredit Fonden plc (EKF), the state owned export credit agency of Denmark.

15. Trade payables

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Trade payables				
- Outstanding dues to related parties (Refer Note 36)	-	-	11,404.67	4,012.02
- Outstanding dues to micro and small enterprises (Refer Note 32)	-	-	5,524.12	1,057.85
- Outstanding dues to others	-	-	31,414.71	53,646.78
Total	-	-	48,343.50	58,716.65

Notes to the Consolidated financial statements for the year ended 31 March 2023

Trade payables ageing schedule as at 31 March 2023:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i) MSME	5,518.14	0.58	2.35	3.05	5,524.12
(ii) Others	33,541.06	186.76	60.25	9,031.31	42,819.38
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	39,059.20	187.34	62.60	9,034.36	48,343.50

Trade payables ageing schedule as at 31 March 2022:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
(i) MSME	1,057.18	-	-	-	1,057.18
(ii) Others	53,728.48	1,214.22	488.24	2,228.42	57,659.36
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	54,785.66	1,214.22	488.24	2,228.42	58,716.54

16. Other financial liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Financial liabilities at fair value through profit or loss				
Derivatives not designated as hedges				
Foreign exchange forward covers	-	15.14	252.21	498.94
Total financial liabilities at fair value through profit or loss (a)	-	15.14	252.21	498.94
Other financial liabilities at amortised cost				
Trade deposits - dealers and others				
- from others	-	-	6,664.13	6,357.80
Other deposits (earnest money)	-	-	600.00	600.00
Employee benefits payable	-	-	809.40	1,699.33
Payable towards capital goods	-	-	-	-
- to others	-	-	368.71	4,567.93
Gas pool operator payable	-	-	3,119.88	3,117.05
Interest accrued but not due on borrowings	-	-	785.80	1,601.33
Other interest payable*	-	-	104.09	-
Unclaimed dividends	-	-	121.59	127.97
Other dues	-	-	2,664.02	846.74
Total other financial liabilities at amortised cost (b)	-	-	15,237.62	18,918.15
Total other financial liabilities (a+b)	-	15.14	15,489.83	19,417.09

Foreign exchange forward contracts

While the Group entered into other foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected sales and purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Notes to the Consolidated financial statements for the year ended 31 March 2023

Terms and conditions of the above financial liabilities:

Trade payables are normally non-interest bearing. For maturity profile of trade payables and other financial liabilities, Refer Note 40

For terms and conditions relating to related party payables, Refer Note 36.

For explanations on the Group's credit risk management processes, Refer Note 40.

Break up of financial liabilities carried at amortised cost

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Non current borrowings (Refer Note 14A)	65,016.69	57,347.89	-	-
Current borrowings (Refer Note 14B)	-	-	1,45,747.69	2,06,964.07
Trade payables (Refer Note 15)	-	-	48,343.50	58,716.65
Other financial liabilities (Refer Note 16)	-	15.14	15,489.83	19,417.09
Total financial liabilities carried at amortised cost	65,016.69	57,363.03	2,09,581.02	2,85,097.81

17. Other Liabilities

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Statutory Liabilities	-	-	701.93	1,041.18
Contract Liabilities - Advances received from customers	-	-	4,929.80	2,616.05
Deferred income (Refer Note 50)	17.06	34.11	17.06	17.06
Other advances	-	-	2,048.71	1,025.58
Total	17.06	34.11	7,697.50	4,699.87

Revenue recognized from amounts included in contract liabilities at the beginning of the year is INR Nil (31 March 2022 : INR 2,524.68 lakhs) (includes revenue recognized of INR 6,611.37 lakhs (31 March 2022 : INR 2,088.14 lakhs) for discontinued operations (Refer Note 30))

Deferred income (Refer Note 50)

(INR in lakhs)

	31 March 2023	31 March 2022
Opening	51.17	68.23
Deferred during the year	-	-
Released to the statement of profit and loss	(17.06)	(17.06)
Transferred on account of business transfer agreement (Refer Note 30)	-	-
Closing	34.11	51.17

18. Provisions

(INR in lakhs)

Particulars	Non-current		Current	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Provision for employee benefits				
Gratuity (Refer Note 34)	1,431.58	1,341.86	145.65	232.92
Provision for post retirement medical benefit (Refer Note 34)	32.45	52.97	3.90	6.10
Leave encashment (unfunded)	378.92	318.90	1,213.80	1,128.91
Bonus	-	-	476.99	-
Total	1,842.95	1,713.73	1,840.34	1,367.93

Notes to the Consolidated financial statements for the year ended 31 March 2023

19A. Income Tax

The major components of income tax expense for the year ended 31 March 2023 and 31 March 2022 are:

Profit or loss section

(INR in lakhs)

	31 March 2023	31 March 2022
Current income tax:		
Current income tax charge	5,062.75	2,518.18
Adjustment of tax relating to earlier years	0.97	116.17
	5,063.72	2,634.35
Deferred tax:		
Relating to origination and reversal of temporary differences	7,847.48	2,092.10
	7,847.48	2,092.10
Income tax expense reported in the statement of profit or loss	12,911.20	4,726.45

OCI section

Deferred tax related to items recognised in OCI during the year:

(INR in lakhs)

	31 March 2023	31 March 2022
Net loss/(gain) on remeasurements of defined benefit plans	37.76	14.73
Deferred tax charged/(credit) to OCI	(14.23)	(9.70)
Net (gain)/loss on equity instruments through Other Comprehensive Income	(2,740.25)	(4,079.21)
Deferred tax charged/(credit) to OCI	-	-

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for 31 March 2023 and 31 March 2022

(INR in lakhs)

	31 March 2023	31 March 2022
Accounting (loss) before Income tax	66,815.14	21,809.18
Income tax rate	25.168%	25.168%
At statutory income tax rate	16,816.03	5,488.94
Adjustment in respect of tax related to earlier years	0.07	(2,732.86)
Tax impact of Share of profit of joint ventures	(2,464.61)	(4,034.09)
Tax effect of income that are not taxable in determining taxable profit:		
Impact of profit on non-tax jurisdiction	-	103.16
Non-deductible expenses for tax purposes:		
Interest on Micro and Small Enterprises	8.23	6.27
Interest on delayed payment of tax	-	2.26
Impact of change in tax rate for future period*	(2,309.92)	47.65
CSR expenditure	53.84	48.58
Impairment of non-current investment	2.19	-
Loans in subsidiary written off	58.11	-
Unrecognized deferred tax asset	(1,048.48)	3,094.59
Effect of higher tax rates in case of a subsidiary company	1,803.62	1,295.92
Others adjustments	(7.98)	1,406.04
Income tax (income)/ expense reported in the statement of profit and loss	12,911.11	4,726.46
Income tax expense reported in the statement of profit and loss	12,911.20	4,726.45
Income tax attributable to a discontinued operations (Refer Note 30)	-	-
Income tax (income)/ expense reported in the statement of profit and loss	12,911.20	4,726.45

Notes to the Consolidated financial statements for the year ended 31 March 2023

Deferred tax:

	As at 31 March 2021	Provided during the year	As at 31 March 2022	Provided during the year	As at 31 March 2023
Deferred tax liability:					
Property, plant and equipment impact of difference between tax depreciation and depreciation/amortisation charged for the financial reporting	15,993.48	(486.87)	15,506.61	(2,528.02)	12,978.59
Capital gain on slump sales	-	-	-	-	-
Others	32.20	89.21	121.41	53.48	174.89
Total deferred tax liability (A)	16,025.68	(397.66)	15,628.02	(2,474.54)	13,153.48
Deferred tax assets:					
Provision for doubtful debts and advances	2,731.62	(621.67)	2,109.95	(1,630.45)	479.50
MAT credit entitlement	5,682.24	(3,257.72)	2,424.52	2,554.74	4,979.26
Expenses allowable in Income tax on payment basis and deposition of Statutory dues	1,341.80	(134.06)	1,207.74	(587.75)	619.99
Brought forward losses and unabsorbed depreciation	4,622.80	1,736.68	6,359.48	(6,359.46)	0.02
Impairment of non-current investment	3,695.00	5.35	3,700.35	(3,700.35)	-
Others	1,905.68	(208.64)	1,697.04	(584.51)	1,112.53
Total deferred tax assets (B)	19,979.14	(2,480.06)	17,499.08	(10,307.78)	7,191.29
Deferred Tax Asset (B - A)	3,953.46	(2,082.40)	1,871.06	(7,833.24)	(5,962.19)
Disclosed in the Financial Statements					
Deferred Tax Assets	6,741.16		6,977.76		187.67
Deferred Tax Liabilities	(2,787.70)		(5,106.70)		(6,149.86)

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

During the year ended 31 March 2023, the Parent Company has made assessment regarding the recognition criteria in relation to deferred tax asset and tax balances on the basis of future profitability projections.

In respect of Subsidiary Company, Management has assessed the utilization of Minimum Alternate Tax (MAT) on the basis of future profitability projections. Further, the management also assessed it to be probable that post utilization of MAT the Company will be exercising option to pay Income Tax at reduced rates as per the provisions/conditions defined in the new Section 115BAA in the Income Tax Act, 1961, inserted vide the Taxation Laws (Amendment) Ordinance 2019.

Deferred tax on unabsorbed business losses have not been recognised to the extent there are no tax planning opportunities or other evidence of recoverability for the same in the next future.

The temporary differences associated with investments in subsidiaries and joint venture, for which a deferred tax liability has not been recognised. The Group has determined that undistributed profits of its subsidiaries and joint venture will not be distributed in the foreseeable future, until it obtains the consent from the Parent Company and all the joint venture partners respectively

19B. Income tax assets (net)

(INR in lakhs)

	31 March 2023	31 March 2022
Income tax assets- related parties (Refer Note 36 and Note 46)	522.15	522.15
Income tax assets- others (net)	1,861.37	950.57
	2,383.52	1,472.72

Notes to the Consolidated financial statements for the year ended 31 March 2023

19C. Liabilities for current tax (net)

(INR in lakhs)

	31 March 2023	31 March 2022
Income tax Liabilities- others (net)	1,592.39	838.83
	1,592.39	838.83

20. Revenue from operations

(INR in lakhs)

	31 March 2023	31 March 2022
Revenue from contracts with customers		
Sale of products		
Finished products	3,53,666.40	2,83,958.29
Traded products	1,01,317.82	74,776.05
Other operating revenues		
Rendering of Services	38.52	65.78
Scrap sales	238.99	179.71
Revenue from operations	4,55,261.73	3,58,979.83

(INR in lakhs)

Timing of revenue recognition	31 March 2023	31 March 2022
Goods transferred to the customers at a point in time	4,55,256.21	3,57,277.94
Service rendered at a point in time	5.52	1,701.89
Total revenue from contracts with customers	4,55,261.73	3,58,979.83

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(INR in lakhs)

	31 March 2023	31 March 2022
Revenue as per contracted price	4,67,465.97	3,61,464.08
Adjustments		
Discount	(11,898.01)	(2,135.71)
Others	(306.24)	(348.54)
Revenue from contract with customers	4,55,261.73	3,58,979.83

Performance obligation (includes disclosure in relation to discontinued operations (Refer Note 30))

The Group recognises revenue from sale of goods at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. The performance obligation is satisfied upon delivery of the goods and payment is generally due within 15 to 120 days from delivery.

The Group also recognises the subsidy income receivable from the Government of India as per New Pricing Scheme for Urea and as per Nutrient Based Subsidy Policy for Phosphatic and Potassic (P&K) fertilisers at the time of sale of goods to its customers. The Direct Benefit Transfer (DBT) Scheme entails 100% payment of subsidy to the Group on the basis of actual sales by the retailer to the beneficiary, however the performance obligation of the Group is satisfied upon delivery of the goods to its customer.

The Group does not have any other performance obligation in respect of its supply of goods to the customers.

- Sales of Finished Products and Traded Products include Government subsidies of INR 2,75,520.45 lakhs (31 March 2022 : INR 1,98,762.71 lakhs). Subsidies include INR Nil (31 March 2022 : INR 658.92 lakhs) in respect of earlier years, notified during the year.
- Subsidy for Urea has been accounted based on notified concession price under New Urea Policy, 2015 and other adjustments as estimated in accordance with known policy parameters in this regard. W.e.f 1 October 2020, the Group has accounted Urea subsidy based on the revised energy norms under New Urea Policy 2015.

Notes to the Consolidated financial statements for the year ended 31 March 2023

- c. Government of India has notified the pooling of Gas in Fertiliser (Urea) sector effective from June 2015. As per the notification domestic gas is pooled with Re-gasified Liquefied Natural Gas (RLNG) to provide natural Gas at uniform delivered price to all Natural Gas Grid connected Urea manufacturing plants.
- d. The subsidy on Phosphatic and Potassic fertilizers has been accounted for as per concession price notified by the Government of India under Nutrient Based Subsidy Policy, from time to time.
- e. In respect of a Subsidiary Company, During the year ended March 31, 2021 recognised urea subsidy income of INR 2,914 Lakhs without benchmarking its cost of production using naphtha with that of gas-based urea manufacturing units recently converted to natural gas, as notified by the Department of Fertilizers [DoF] for subsidy income computation, against which the Company had filed a writ petition against the DoF before the Hon'ble High Court of Delhi [DHC]. Pending finalization of writ petition before the DHC, the management, based on legal opinion and considering the fact that the energy cost is always a pass through in subsidy computation, believes that artificial benchmarking is arbitrary and discriminatory and is confident of realisation of the aforesaid subsidy income.

21. Other income

(INR in lakhs)

	31 March 2023	31 March 2022
Interest Income on		
Bank deposits	2,020.70	1,124.43
Overdue debtors, employee loans etc.	0.24	648.79
Income tax refund	37.24	14.76
Dividend Income on		
Dividend income on non-current investments	8.64	5.76
Other non-operating income		
Profit on sale of property, plant and equipment	5,578.53	-
Excess provision/unclaimed liabilities/unclaimed balances written back	819.88	3,664.78
Incentive under packing scheme incentive (Refer Note 50)	17.05	17.05
Insurance Claims	179.48	1.00
Miscellaneous income	802.86	574.85
Total	9,464.62	6,051.42

Total interest income (calculated using the effective interest method) for financial assets that are not at fair value through profit or loss.

(INR in lakhs)

	31 March 2023	31 March 2022
In relation to Financial assets classified at amortised cost	2,020.93	1,773.22
Total	2,020.93	1,773.22

22. Cost of raw materials and components consumed

(INR in lakhs)

	31 March 2023	31 March 2022
Inventory at the beginning of the year	22,381.59	8,932.64
Add : Purchases	2,12,873.89	2,09,662.78
	2,35,255.48	2,18,595.42
Less: Transferred to trading stock	-	-
Less: Inventory at the end of the year	(16,507.82)	(22,381.59)
Cost of raw materials and components consumed	2,18,747.66	1,96,213.83

Notes to the Consolidated financial statements for the year ended 31 March 2023

23. Purchase of traded goods

(INR in lakhs)

	31 March 2023	31 March 2022
Traded goods purchase details		
Imported Muriate of potash (IMOP)	-	5,534.62
Speciality fertilisers	1,589.10	4,275.87
Complex fertilisers	22,862.00	-
Others	(6,514.40)	44,883.35
Cost of traded goods purchased	83,390.68	54,693.84

24. Changes in inventories of finished goods, traded goods and work-in- progress

(INR in lakhs)

	31 March 2023	31 March 2022
Inventories at the end of the year		
Finished goods	3,140.03	18,452.59
Traded goods	14,603.22	5,675.84
Work-in-progress	823.86	274.44
	18,567.11	24,402.87
Inventories at the beginning of the year		
Finished goods	18,452.59	3,933.60
Traded goods	5,675.84	5,285.72
Work-in-progress	274.44	135.02
	24,402.87	9,354.34
	5,835.76	(15,048.53)

25. Employee benefits expense

(INR in lakhs)

	31 March 2023	31 March 2022
Salaries, wages and bonus	10,596.41	9,112.60
Contribution to provident and other funds	799.69	738.27
Post-retirement medical benefit (Refer Note 34)	4.28	4.31
Gratuity expense (Refer Note 34)	237.50	237.32
Staff welfare expenses	327.93	393.61
Total	11,965.81	10,486.11

26. Finance costs

(INR in lakhs)

	31 March 2023	31 March 2022
Interest expense	17,260.07	15,178.45
Interest on income tax	32.00	77.00
Exchange difference to the extent considered as an adjustment to borrowing cost	1,361.84	836.15
Other borrowing cost	1,891.17	1,171.68
Total	20,545.08	17,263.28

Total interest expense (calculated using the effective interest method) for financial liabilities that are not at fair value through profit or loss

(INR in lakhs)

	31 March 2023	31 March 2022
In relation to Financial liabilities classified at amortised cost	17,260.07	15,178.45
Total	17,260.07	15,178.45

Notes to the Consolidated financial statements for the year ended 31 March 2023

27. Depreciation and amortization expense

(INR in lakhs)

	31 March 2023	31 March 2022
Depreciation of property, plant and equipment (Refer Note 3A & 3B)	7,493.41	6,396.54
Amortisation of intangible assets (Refer Note 5)	357.75	352.74
Total	7,851.16	6,749.28

28. Other expenses

(INR in lakhs)

	31 March 2023	31 March 2022
Stores and spares consumed	1,063.34	945.13
Power, fuel and water	67,364.80	58,172.19
Bagging and other contracting charges	1,126.96	1,013.84
Outward freight and handling charges	14,961.54	14,171.49
Rent	513.30	568.08
Rates and taxes	106.66	484.71
Insurance	902.52	798.34
Repairs and maintenance		
Plant & machinery	2,761.75	2,475.54
Buildings	130.90	161.33
Others	722.66	695.64
Provision for doubtful debts	208.31	970.23
Research and development expenses	44.18	25.62
Legal and professional charges	399.80	-
Consultants Charges	1,738.88	-
Foreign exchange variation (net)	2,371.22	2,564.00
Loss on disposal of property, plant and equipment	521.96	548.46
Loans given to Subsidiary written off (Refer Note 43)	230.88	-
Interest receivable on loans & advances to Subsidiary written off (Refer Note No 43)	113.11	-
CSR expenditure (Refer details below)	210.00	193.02
Investment in Subsidiary written off	8.72	-
Advances write-off	-	73.45
Labour charges	1,202.38	-
Miscellaneous expenses	5,484.62	5,456.78
Total	1,02,188.49	89,317.85

*Payments to statutory auditors (includes disclosure in relation to discontinued operations (Refer Note 30))

(INR in lakhs)

As statutory auditors		
Audit fees	30.00	32.95
Tax audit fee	3.50	4.50
Limited review fees	13.56	23.25
In other capacity		
Other services (includes certification fees)	11.00	80.90
Reimbursement of expenses	1.16	1.14
Total	59.22	142.74

CSR Expenditure:

CSR Expenditure:		
Gross amount required to be spent by the Group during the year (under Section 135 of the Companies Act, 2013)	209.71	152.75
Amount spent during the year (other than on construction/ acquisition of any asset)	210.00	193.02
Amount spent during the year (on construction/ acquisition of any asset)	-	-
Amount yet to be spent/ paid	-	-
Total	210.00	193.02

Notes to the Consolidated financial statements for the year ended 31 March 2023

29. Exceptional Items

(INR in lakhs)

	31 March 2023	31 March 2022
Gain on transfer of fertiliser plant at Goa and associated businesses through slump sale (Refer note (a) below)	1,14,239.04	-
Investment in subsidiary written off (Refer note (b) below)	(69,896.74)	-
Total	44,342.30	-

- (a) Exceptional items for the year ended 31 March 2023 includes INR 1,14,239.04 lakhs representing gain on slump sale as more fully described in Note 30.
- (b) Exceptional items for the year ended 31 March 2023 includes INR 69,896.74 lakhs representing impairment loss on investment held in Zuari Farmhub Limited.

30. Discontinued operation

Pursuant to board approval dated 22 February 2021, the Company entered into a Business Transfer Agreement (BTA) dated 1 March 2021 with Paradeep Phosphates Ltd (PPL), subsidiary of Zuari Maroc Phosphates Private Limited (ZMPPL), a joint venture company (the Company and OCP S.A. hold 50% each of the total equity capital of ZMPPL and ZMPPL holds 80.45% of the share capital of PPL) to transfer its fertilizer plant at Goa and associated businesses as going concern on a slump sale basis for an agreed enterprise value of INR 2,05,225.44 lakhs (converted basis the enterprise value of USD 280 million as per the BTA).

On 01 June 2022, the Company consummated the sale and transfer of Goa fertiliser plant and associated business to Paradeep Phosphates Ltd (PPL) and recognised pre-tax gain of INR 1,14,239.04 lakhs in the standalone financials for the year ended 31 March 2023 as an exceptional income (Refer Note 29)

(a) The results of discontinued operations for the year are presented below:

(INR in lakhs)

	31 March 2023	31 March 2022
Revenue		
Revenue from operations	27,883.04	2,51,139.71
Other income	738.48	1,009.36
Total income (I)	28,621.52	2,52,149.07
Cost of raw material and components consumed	16,080.29	1,68,340.59
Purchases of traded goods	2.46	151.44
Changes in inventories of finished goods, traded goods and work in progress	2,726.41	4,169.65
Employee benefits expense	1,007.88	7,147.13
Finance costs	1,803.60	10,426.30
Other expenses	8,522.40	61,489.02
Total expense (II)	30,143.04	2,51,724.13
(Loss) before tax (I-II)	(1,521.52)	424.94
Tax expense		
Current tax	-	-
Deferred tax charge / (credit)	-	-
Income tax expense/ (credit)	-	-
(Loss) after tax	(1,521.52)	424.94

Notes to the Consolidated financial statements for the year ended 31 March 2023

(b) The major classes of assets and liabilities as at 31 March 2022 are as follows:

(INR in lakhs)

	31 March 2022
Assets	
Property, plant and equipment and intangible assets (including capital work in progress)	51,679.52
Non-current financial assets	253.07
Other non-current assets	91.40
Inventories	11,820.24
Trade receivables{31 March 2022: Including subsidy of INR 50,807.69 lakhs}	52,330.67
Other current financial assets	3.03
Other current assets	15,703.23
Assets held for sale (I)	1,31,881.16
Liabilities	
Non-current financial liabilities	1,389.34
Other non-current liabilities	35.40
Current borrowings	76.10
Trade payables	1,23,889.94
Other current liabilities	58,283.98
Current provisions	1,884.98
Liabilities directly associated with assets held for sale (II)	1,85,559.74
Net assets (I-II)	(53,678.58)

(c) The net cash flows are as follows:*

(INR in lakhs)

	31 March 2022
Operating	41,388.80
Investing	(1,104.10)
Financing	(40,284.70)
Net cash flow	-

* net cash flow is before eliminations.

(d) Gain on disposal of discontinued operations:

(INR in lakhs)

Particular	31 March 2022
Cash consideration received (net of cost to sell)	1,68,797.46
Net assets/(liabilities) transferred (Refer note (e))	54,558.42
Gain on disposal	1,14,239.04

(e) Information of assets and liabilities transferred

(INR in lakhs)

Particular	31 March 2022
Assets	
Property, plant and equipment and intangible assets (including capital work in progress)	51,648.00
Non-current financial assets	252.50
Inventories	9,121.30
Trade receivables {31 May 2022: Including subsidy of INR 35,919.50.00 lakhs}	38,959.20
Other current financial assets	174.40
Other current assets	15,198.20
Assets held for sale (I)	1,15,353.60
Liabilities	
Non-current financial liabilities	1,377.40
Other non-current liabilities	30.30
Current borrowings	76.80
Trade payables	41,051.28
Other current liabilities	16,466.50
Current provisions	1,792.90
Liabilities directly associated with assets held for sale (II)	60,795.18
Net assets/(liabilities) (I-II)	54,558.42

Notes to the Consolidated financial statements for the year ended 31 March 2023

31A. Distributions made and proposed

(INR in lakhs)

	31 March 2023	31 March 2022
Cash dividends on equity shares declared and paid:		
Final equity dividends: INR 1.20 per equity share (31 March 2022 : INR 1.00 per equity share)	653.84	544.87
	653.84	544.87
Proposed dividends on equity shares:		
Proposed equity dividends: INR 1.50 per equity share (31 March 2022 : INR 1.20 per equity share)	817.30	653.84
	817.30	653.84

Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognized as a liability as at 31 March 2023.

31B. Earnings Per Share (EPS)

Basic and Diluted EPS amounts are calculated by dividing the profit/ (loss) for the year attributable to equity holders of the Parent Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Profit/(Loss) attributable to equity holders of the Parent Company:	31 March 2023	31 March 2022
Continuing operations (INR in lakhs) (a)	49,185.74	12,618.42
Discontinued operations (INR in lakhs) (b)	(1,521.52)	424.94
Profit attributable to equity holders of the Parent Company (INR in lakhs) (c=a+b)	47,664.22	13,043.36
Weighted average number of shares used in computing earnings per share	4,20,58,006	4,20,58,006
Basic and diluted from continuing operations (in INR)	116.95	30.00
Basic and diluted from discontinued operations (in INR)	(3.62)	1.01
Basic and diluted from continuing and discontinued operations (in INR)	113.33	31.01
Face value per share (in INR)	10.00	10.00

32. Dues to Micro, Small and Medium Enterprises#

The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

(INR in lakhs)

	31 March 2023	31 March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
- Principal amount due to micro and small enterprises	5,523.45	1,232.39
- Interest due on above	33.38	25.57
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year#	5.52	346.39
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	6.19	25.57

Interest accrued for the year ended 31 March 2022, INR 344.91 lakhs transferred to Paradeep Phosphates Ltd. as a part of BTA.

Notes to the Consolidated financial statements for the year ended 31 March 2023

33. Group Information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries and joint ventures, listed in the table below:

Name of Subsidiary Company	Country of Incorporation	Ownership Interest (%)	
		31 March 2023	31 March 2022
Mangalore Chemicals and Fertilizers Limited	India	54.03%	54.03%
Zuari Farmhub Limited	India	99.54%	100.00%
Adventz Trading DMCC	United Arab Emirates	-	100.00%

Name of Joint Ventures	Country of Incorporation	Ownership Interest (%)	
		31 March 2023	31 March 2022
Zuari Maroc Phosphates Private Limited (ZMPPL) (including its 56.10% (31 March 22 : 80.45%) subsidiary - Paradeep Phosphates Limited)	India	50.00%	50.00%

33A. Material partly-owned subsidiary

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

Name	Country of incorporation and operation	31 March 2023	31 March 2022
Mangalore Chemicals and Fertilisers Limited	India	45.97%	45.97%
Information regarding non-controlling interest		31 March 2023	31 March 2022
		INR in Lakhs	INR in Lakhs
Accumulated balances of material non-controlling interest:		53,265.99	47,743.61
		31 March 2023	31 March 2022
		INR in Lakhs	INR in Lakhs
Total Comprehensive Income allocated to material non-controlling interest:		6,176.22	4,030.06
Dividend distributed and paid to non-controlling interest:		653.84	544.87

The summarised financial information of the subsidiary is provided below. This information is based on amounts before inter - company eliminations.

Summarised statement of profit and loss for the year ended:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Revenue from operations	3,64,152.40	2,89,558.30
Other Income	3,064.62	2,427.06
Cost of raw material and components consumed	1,99,625.52	1,86,934.66
Purchases of traded goods	25,813.56	6,416.91
Change in inventories of finished goods, work-in-progress and traded goods	11,842.37	(13,122.69)
Employee benefit expenses	6,917.18	6,962.64
Finance costs	10,437.76	4,940.42
Depreciation and amortization expense	5,967.50	5,055.75
Other expenses	89,010.54	81,331.66
Profit before tax	17,602.59	13,466.01
Income tax	4,137.08	4,679.88
Profit for the year	13,465.51	8,786.13
Other Comprehensive income/ (loss) for the year	(31.50)	(20.27)
Total comprehensive income	13,434.01	8,765.86
Attributable to non-controlling interests	6,176.22	4,030.06
Dividends paid to non-controlling interests	653.84	544.87

Notes to the Consolidated financial statements for the year ended 31 March 2023

Summarised balance sheet as at:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Inventories and cash and cash equivalents	57,093.91	91,184.67
Property, plant and equipment, other non-current financial assets and other non-current assets	1,10,329.44	90,903.30
Trade Receivable, other financial assets and other current assets	98,347.52	89,802.47
Trade and other payable	(40,432.00)	(61,051.53)
Non current liabilities	(1,180.60)	(1,149.87)
Lease Liabilities	(1,922.67)	(2,113.75)
Interest-bearing loans and borrowing and deferred tax liabilities (non-current)	(1,41,916.78)	(1,39,268.30)
Total equity	80,318.82	68,306.99
Attributable to:		
Non-controlling interest *	53,265.99	47,743.61

*Includes impact of fair valuation at the time of acquisition of controlling stake in May 2015.

Summarised cash flow information for the year ended:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Operating	19,212.00	(8,721.45)
Investing	(24,300.96)	(18,691.19)
Financing	(10,138.29)	40,378.82
Net increase in cash and cash equivalents	(15,227.25)	12,966.18

33B. Material partly-owned subsidiary

Name	Country of incorporation and operation	31 March 2023	31 March 2022
Zuari Farmhub Limited	India	99.54%	100.00%

The summarised financial information of the subsidiary is provided below. This information is based on amounts before inter - company eliminations.

Summarised statement of profit and loss for the year ended:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Revenue from operations	84,074.94	69,299.00
Other Income	656.54	654.17
Cost of raw material and components consumed	7,297.30	6,305.05
Purchases of traded goods	65,453.98	52,235.75
Change in inventories of finished goods, work-in-progress and traded goods	(4,501.14)	(1,592.64)
Employee benefit expenses	4,494.98	2,812.58
Finance costs	821.19	1,065.92
Depreciation and amortization expense	1,246.39	1,039.28
Other expenses	6,752.77	6,134.66
(Loss) before tax	3,166.01	1,952.58
Income tax	1,014.95	(69.61)
(Loss) for the year	2,151.06	2,022.19
Other Comprehensive income/ (loss) for the year	10.89	3.52
Total comprehensive Income / (loss)	2,161.95	2,025.71

Notes to the Consolidated financial statements for the year ended 31 March 2023

Summarised balance sheet as at:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Inventories and cash and cash equivalents	17,727.34	13,508.74
Property, plant and equipment, other non-current financial assets and other non-current assets	14,577.64	11,946.94
Trade Receivable, other financial assets and other current assets	7,577.47	4,995.78
Trade and other payable	(22,014.03)	(16,877.46)
Non current liabilities	(646.96)	(512.39)
Lease Liabilities	(6,612.54)	(4,614.67)
Interest-bearing loans and borrowing and deferred tax liabilities (non-current)	-	(33,472.22)
Total equity	10,608.92	(25,025.31)

Summarised cash flow information for the year ended:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Operating	(73.79)	(26,913.18)
Investing	(3,788.86)	(669.13)
Financing	1,175.87	33,433.60
Net increase/ (decrease) in cash and cash equivalents	(2,686.78)	5,851.29

33C. Interest in Joint Ventures

a) Zuari Maroc Phosphate Private Limited

The Group has a 50% interest in Zuari Maroc Phosphate Private Limited, a joint venture engaged in the business as an investment company and to acquire and hold and otherwise deal in shares, stocks, debentures. The Group's interest in Zuari Maroc Phosphates Private Limited is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised balance sheet as at:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Current assets, including cash and cash equivalents: INR 4,335.55 lakhs (31 March 2022 : INR 53,794.06 lakhs)	7,03,094.98	5,13,993.20
Non-current assets, including advance tax: INR 1,115.20 lakhs (31 March 2022 : INR 1,243.10 lakhs)	4,00,250.59	3,15,557.12
Current liabilities	(6,39,117.59)	(5,05,354.49)
Non controlling Interest	(1,53,852.41)	(43,494.26)
Non-current liabilities, including borrowing: INR 61,188.79 lakhs (31 March 2022 : INR 52,817.08 lakhs)	(76,130.22)	(64,976.71)
Equity	2,34,245.35	2,15,724.86
Proportion of the Group's ownership	50%	50%
Proportionate value the Group's ownership	1,17,122.68	1,07,862.43
Add: Capital reserve provided in consolidation	923.82	923.82
Add: Adjustment on account of sale of equity shares	617.06	-
Less : ESOP Reserve	(55.49)	-
Less : Elimination of unrealised profit on closing inventory	(372.63)	(357.10)
Carrying amount of the investment in consolidation	1,18,235.43	1,08,429.15

Notes to the Consolidated financial statements for the year ended 31 March 2023

Summarised statement of profit and loss for the year ended:

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Revenue from operations	13,34,072.19	7,85,871.92
Other income	9,164.93	3,954.33
Cost of raw material and components consumed	(10,43,969.52)	(5,24,622.29)
Purchases of traded goods	(18,226.12)	(1,42,828.18)
Changes in inventories of finished goods, traded goods and work in progress	877.73	39,324.17
Depreciation and amortization expense	(17,515.31)	(9,045.72)
Finance costs	(29,124.70)	(8,554.49)
Employee benefits expense	(21,320.25)	(13,850.44)
Other expense	(1,71,360.11)	(76,799.07)
Profit before share of loss from associate and tax	42,598.84	53,450.23
Share of loss from associate	50.52	61.12
Profit before tax	42,649.36	53,511.35
Income tax expense	12,206.04	13,657.15
Profit for the year	30,443.32	39,854.20
Other comprehensive (loss) / income	44.59	(96.55)
Total comprehensive income for the year	30,487.91	39,757.65
Share of non controlling interest in total comprehensive income	10,844.29	7,770.09
Total comprehensive income	19,643.62	31,987.56
Proportion of the Group's ownership	50%	50%
Group's share of total comprehensive income for the year before profit elimination	9,821.81	15,993.78
Less: Elimination of unrealised profit on closing inventory	(15.53)	(3.97)
Group's share of total comprehensive income for the year	9,806.28	15,989.81

Contingent Liabilities and Capital Commitments*

	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
Claims/demand raised by Government Authorities**		
a. Claims/demand raised by Income Tax Authorities	466.54	538.73
b. Claims/demand raised by Sales Tax Authorities	7,279.57	7,990.05
Other Claims against the Company not acknowledged as debts**	6,755.79	5,491.33
Estimated amount of contracts remaining to be executed on capital account not provided for	8,103.44	34,125.49

* Being share of the Group in the Joint Company.

** Based on discussions with the solicitors / favourable decisions in similar cases / legal opinions taken by the Group, the management believes that the Group has a good chance of success in the above mentioned cases and hence, no provision is considered necessary. The above has been compiled based on the information and records available with the Group.

34. Gratuity and other post-employment benefit plans

Particulars	31 March 2023	31 March 2022
	INR in Lakhs	INR in Lakhs
- Gratuity Plan- Asset/ (Liability)*	(1,309.76)	(1,573.87)
- Provident Fund -Asset**	17.37	132.59
- Post Retirement Medical Benefit Plan - (Liability)	(36.77)	(59.08)
Total	(1,329.17)	(1,500.36)

* In respect of a foreign subsidiary company, defined benefit obligation of INR Nil lakhs (31 March 2022 : INR 46.83 lakhs) is not funded.

** Plan assets of INR 17.37 lakhs (31 March 2022 : INR 132.59 lakhs) have not been recognised in the financial statements, as the surplus of the trust, is distributable among the beneficiaries of the provident fund trust. The above includes amount contributed by Zuari Industries Limited (related party of the Parent Company).

Notes to the Consolidated financial statements for the year ended 31 March 2023

a) Gratuity

Gratuity (being administered by a Trust) is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement/termination/resignation. The Gratuity plan for the Group is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust has taken an Insurance policy, whereby these contributions are transferred to the insurer. The Group makes provision of such gratuity asset/liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

b) Provident Fund

As per Ind-AS 19, Employee Benefits, provident funds set up by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. Actuarial valuation of Provident Fund is carried out in accordance with the guidance note issued by Actuary Society of India.

c) Post Retirement Medical Benefit Plan

The Parent Company has a defined benefit post retirement medical benefit plan, for its employees. The Parent Company provides medical benefit to those employees who leave the services of the Parent Company on retirement. As per the plan, retired employee and the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. In case of death of retired employee, the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. The plan is not funded by the Parent Company.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Net employee benefits expense (recognized in Employee Cost) for the year

(INR in lakhs)

Particulars	Gratuity	
	31 March 2023	31 March 2022
Current Service Cost	154.23	147.59
Net Interest Cost	104.22	115.13
Return on plan assets	(9.15)	(30.10)
Total	249.30	232.62

(INR in lakhs)

Particular	Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022
Net Interest Cost	4.28	4.31
Total	4.28	4.31

Amount recognised in other comprehensive income for the year

(INR in lakhs)

Particulars	Gratuity	
	31 March 2023	31 March 2022
Actuarial (gain)/ loss		
- change in demographic and financial assumptions	7.75	(45.74)
- experience variance (i.e. Actual experience vs assumptions)	(52.63)	53.12
Return on plan assets (excluding amounts included in net interest expense)	(2.32)	12.05
Total	(47.20)	19.43

(INR in lakhs)

Particulars	Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	-	2.68
- change in financial assumptions	(0.38)	(1.52)
- experience variance (i.e. Actual experiences assumptions)	(26.61)	(10.23)
Total	(26.99)	(9.07)

Notes to the Consolidated financial statements for the year ended 31 March 2023

Changes in the present value of the defined benefit obligation for the year:

(INR in lakhs)

Gratuity

Particulars	31 March 2023	31 March 2022
Opening defined obligation	1,715.47	1,938.80
Current service cost	163.89	147.59
Interest cost	140.21	115.13
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in demographic assumptions	(11.04)	-
- change in financial assumptions	53.85	(1.31)
- experience variance (i.e. Actual experiences assumptions)	4.51	(10.41)
Benefits paid	(374.31)	(493.43)
Net transfer liability in	87.30	-
Net transfer liability out	(55.16)	19.10
Defined benefit obligation	1,724.72	1,715.47

Provident Fund:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening defined obligation	12,255.36	12,446.79
Current service cost	40.65	182.74
Interest cost	809.21	803.39
Contributions by Employee/ plan participants	148.76	464.25
Benefits Paid out of funds	(2,532.06)	(1,736.57)
Re-measurement (or Actuarial) (gain)/ loss arising from :		
- experience variance	187.22	128.44
- change in financial assumptions	(10.88)	(65.26)
Settlements / transfer in	155.88	31.58
Defined benefit obligation	11,054.13	12,255.36

Post Retirement Medical Benefit Plan:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening defined obligation	59.48	64.24
Interest cost	4.28	4.31
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	-	2.68
- change in financial assumptions	(0.38)	(1.52)
- experience variance (i.e. Actual experiences assumptions)	(26.61)	(10.23)
Defined benefit obligation	36.77	59.48

Changes in the fair value of plan assets for the year ended:

(INR in lakhs)

Gratuity

Particulars	31 March 2023	31 March 2022
Opening fair value of plan assets	299.64	606.41
Interest income	-	10.74
Return on plan assets (excluding amounts included in net interest expense) - OCI	9.15	30.10
Contribution by Employer	206.44	155.43
Benefits paid	(262.86)	(493.43)
Transfer In/(Out)	82.45	-
Actuarial gain/(loss)	(2.32)	(9.61)
Service cost (Transfer in/Out)	82.45	-
Closing fair value of plan assets	414.95	299.64

The Group expects to contribute INR 204.77 lakhs (31 March 2022 : INR 514.28 lakhs) to gratuity fund in the next financial year.

Notes to the Consolidated financial statements for the year ended 31 March 2023

Provident Fund:

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Opening fair value of plan assets	12,387.95	12,564.23
Interest income	817.99	810.92
Return on plan assets (excluding amounts included in net interest expense) - OCI	76.24	158.81
Employer Contribution	36.17	170.96
Plan participants/ Employee contribution	148.76	464.25
Benefits paid	(2,532.06)	(1,736.57)
Settlements / Transfer in	136.46	(44.65)
Closing fair value of plan assets	11,071.50	12,387.95

The Parent Company expects to Contribute INR Nil lakhs (31 March 2022: INR 201.01 lakhs) to provident fund trust in the next financial year.

Gratuity

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Investment with insurer (Life Insurance Corporation of India)	326.09	298.70

Provident Fund (Managed Through Trust)

(INR in lakhs)

Particulars	31 March 2023	31 March 2022
Equities and related investments	697.51	557.29
Other Government Securities	4,860.39	5,645.93
Other Debt instruments	4,151.82	3,246.05
Others	1,361.79	2,938.68

The overall expected rate of return is determined based on the market prices prevailing at that date, applicable to the year over which the obligation is to be settled. These rates are change different from the actual rate of return during the current year.

Investment pattern in plan assets:

(INR in lakhs)

Particulars	Gratuity		Provident Fund	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Funds managed by insurance companies	100%	100%	0%	0%
Funds managed by trust	0%	0%	100%	100%

The principal assumptions used in determining benefit obligation for the Group's plans are shown below:

(INR in lakhs)

Particulars	Gratuity		Provident Fund		Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Discount rate (in %)	7.70%	7.25%	7.45%	7.25%	7.45%	7.25%
Salary Escalation (in %)	8% for first 2 years and 6.5% thereafter	8% for first 2 years and 6.5% thereafter	-	-	-	-
Mortality rate(Upto Normal Retirement Age)	100%	100%	100%	100%	100% of IALM 2012-14	100% of IALM 2012-14
Mortality rate(Above Normal Retirement Age)	N.A.	N.A.	N.A.	N.A.	90% of LIC 96-98 mod ult.	90% of LIC 96-98 mod ult.
Withdrawal rate (per annum)	1%-3%	1%-3%	1%-3%	1%-3%	-	-

Notes to the Consolidated financial statements for the year ended 31 March 2023

A quantitative sensitivity analysis for significant assumption for the Group is as shown below:

(INR in lakhs)

Gratuity Plan (in case of parent company)

	31 March 23		31 March 23		31 March 23		31 March 23	
Assumptions	Discount rate		Future salary increases		Attrition rate		Mortality rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(2.40)	2.76	2.75	(2.43)	0.08	(0.10)	0.00	(0.01)

(INR in lakhs)

	31 March 22		31 March 22		31 March 22		31 March 22	
Assumptions	Discount rate		Future salary increases		Attrition rate		Mortality rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(3.50)	3.94	3.92	(3.55)	0.05	(0.08)	(0.01)	(0.02)

Gratuity Plan (in case of a subsidiary-Mangalore Chemicals and Fertilizers Limited)

(INR in lakhs)

	31 March 23		31 March 23		31 March 23		31 March 23	
Assumptions	Discount rate		Future salary increases		Attrition rate		Mortality rate	
Sensitivity Level	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(57.51)	62.43	62.25	(57.84)	6.08	(6.82)	0.31	(0.31)

(INR in lakhs)

	31 March 22		31 March 22		31 March 22		31 March 22	
Assumptions	Discount rate		Future salary increases		Attrition rate		Mortality rate	
Sensitivity Level	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease	0.5 % increase	0.5 % decrease
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(56.41)	61.29	61.27	(56.89)	4.42	(5.01)	0.23	(0.22)

Gratuity Plan (in case of a subsidiary-Zuari Farmhub Limited)

(INR in lakhs)

	31 March 23		31 March 23		31 March 23		31 March 23	
Assumptions	Discount rate		Future salary increases		Attrition rate		Mortality rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(417.33)	504.11	498.92	(420.03)	458.80	(454.98)	457.18	(456.88)

Notes to the Consolidated financial statements for the year ended 31 March 2023

(INR in lakhs)

	31 March 22		31 March 22		31 March 22		31 March 22	
Assumptions	Discount rate		Future salary increases		Attrition rate		Mortality rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(357.35)	422.21	418.75	(357.77)	387.76	(386.41)	387.22	(387.09)

A quantitative sensitivity analysis for significant assumption for the Group is as shown below:

(INR in lakhs)

Assumptions	31 March 2023	
	Interest Rate Guarantee	
Sensitivity Level	1% increase	1% decrease
	INR in lakhs	INR in lakhs
Defined benefit obligation	272.31	(133.46)

(INR in lakhs)

Assumptions	31 March 2022	
	Interest Rate Guarantee	
Sensitivity Level	1% increase	1% decrease
	INR in lakhs	INR in lakhs
Defined benefit obligation	323.33	(159.15)

Post Retirement Medical Benefit Plan

(INR in lakhs)

Assumptions	31 March 2023		31 March 2023	
	Discount rate		Mortality rate	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(2.14)	2.25	(1.03)	1.01

(INR in lakhs)

Assumptions	31 March 2022		31 March 2022	
	Discount rate		Mortality rate	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
	INR in lakhs	INR in lakhs	INR in lakhs	INR in lakhs
Defined benefit obligation	(3.46)	3.67	(1.66)	1.66

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

Notes to the Consolidated financial statements for the year ended 31 March 2023

Maturity Profile of Defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis):

(INR in lakhs)

Assumptions	Gratuity		Post Retirement Medical Benefit Plan	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Within the next 12 months (next annual reporting period)	224.70	318.13	3.90	6.10
Between 1 and 5 years	715.26	711.09	13.98	21.88
Between 5 and 10 years	605.45	571.60	13.30	21.48
Beyond 10 years	2,992.81	2,583.13	13.54	23.81

The average duration of the defined benefit plan obligation at the end of the reporting period is 6-10 years (31 March 2022 : 6-9 years).

35. Commitments and Contingencies

(INR in lakhs)

	31 March 2023	31 March 2022
I Demands / Claims from Government Authorities		
(A) Demands from Income Tax Authorities		
i) Demands in respect of assessment year 2012-13 for disallowances mainly on account of loss on sale of fertiliser bonds for which an appeal is pending with ITAT.	1,519.66	1,519.66
ii) Demands in respect of assessment year 2013-14 for disallowances u/s 14A on account of expenditure for earning exempt income for which an appeal is pending with ITAT.	320.88	320.88
iii) Demands in respect of assessment year 2014-15 for disallowances u/s 14A on account of expenditure for earning exempt income for which an appeal is pending with ITAT.	292.20	292.20
iv) Demands in respect of assessment year 2016-17 for disallowances u/s 14A on account of expenditure for earning exempt income, depreciation on Goodwill and unrealised exchange loss for which an appeal is pending with CIT (Appeals)	1,505.87	1,505.87
v) Demands in respect of assessment year 2017-18 for disallowances u/s 14A on account of expenditure for earning exempt income, depreciation on Goodwill and unrealised exchange loss for which an appeal is pending with CIT (Appeals)	1,433.95	1,433.95
vi) Demand in respect of assessment year 2018-19 for disallowances of depreciation on Goodwill and claim u/s 115JB(2C)	12.95	12.95
vii) Disputed income tax liability in respect of a subsidiary company of Assessment Year 2014-15^	358.04	358.04
viii) Income-tax advance to Zuari Industries Limited against earlier years demand pertains to Fertiliser Business in relation to Demerger happened in financial year 2011-12	522.16	522.16

(B) Demands from Sales Tax and Other Authorities

i) Exparte Order received from Commercial Tax Department Lucknow, UP for the month of May 2016 to July 2016, September 2016, October 2016 and December 2016	-	14.34
ii) Penalty order received for delay in payment of tax from Commercial Tax Department Lucknow, UP towards financial year 2016-17	-	9.23
iii) Demand notice from Commercial Tax Department, Jaipur towards Excess Input Tax Credit availed for the periods 2011-12 and 2013-14 in respect of Parent Company	-	32.10
iv) Demand Notice from commercial tax department Meerut, UP towards financial year 2009-10	2.78	52.76
v) Demand Notice from commercial tax department Meerut, UP towards financial year 2013-14 on account of tax rate difference	16.40	16.40
vi) Demand Notice from commercial tax department Telangana towards Short ITC reversal on stock transfers	-	8.85
vii) Exparte Order received from Commercial Tax Department, UP for the year 2016-17.	-	67.00
viii) Demand Notice from Commercial Tax Department, Maharashtra towards suppression of sale, disallowance of ITC on purchases for the year 2016-17	290.36	257.88

Notes to the Consolidated financial statements for the year ended 31 March 2023

ix) Demand Notice from Commercial Tax Department, Maharashtra towards non submission of supporting documents for F Form for the year 2016-17	-	7.62
x) Demand Notice from Commercial Tax Department, Maharashtra towards suppression of sale, disallowance of ITC on purchases & non submission of supporting documents for F Form for the year 2017-18	15.27	15.27
xi) Demand Notice from Commercial Tax Department, Odisha towards non submission of supporting documents for F Form for the year 2016-17	-	2.09
xii) Demand Notice from Commercial Tax Department, Meerut, UP towards tax on subsidy for the year 2014-15	29.76	-
xxiii) Demand notice from Commissioner of Central Excise towards classification of micronutrients for the period April 2012 to March 2016 in respect of subsidiary company	638.96	638.96
xiv) Demand notice from Authority on Advance Ruling(AAR), Bangalore towards entry tax on DG sets, WHRB and auxiliaries for the period January 2012 to July 2014 in respect of subsidiary company	334.81	334.81
xv) Disputed customs duty liability under appeal by a subsidiary company before CESTAT	402.70	402.70
xvi) Classification dispute of Outdoor catering service as "Man Power Supply" and demanding service tax thereon for financial year 2014-15 in respect of subsidiary company	9.27	9.27
xvii) Service tax payable under Reverse Charge Mechanism on Transportation of Micronutrients classifying them as non fertilisers for financial year 2013-14, 2014-15 and 2015-16 in respect of subsidiary company	6.22	6.22

II Other claims against the Group not acknowledged as debts*

i) Claims against the Group not acknowledged as debts##	1,481.06	195.01
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* Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Group, the management does not expect these claims to succeed and hence, no provision there against is considered necessary.

III Contingent liabilities transferred to Paradeep Phosphates Ltd. as a part of BTA.

i) Demand Notice from commercial tax department Goa towards non-registration under Goa Green Cess Act, 2013 as being importer of natural gas	4,291.34
ii) Demand notice from CGST, Goa on account of GST refund on services under inverted duty structure from July 2017 to March 2018 towards financial year 2017-18	2,767.33
iii) Interest appropriation on Demand raised by CGST, Goa on account of GST refund on services under inverted duty structure from July 2017 to March 2018 towards financial year 2017-18	756.26
iv) Demand notice from GST department, Gujarat towards recovery of refund issued erroneously for the month of August 2017	492.49
v) Demand notice from Customs department, Mumbai towards non eligibility of exemption under notification no. 04/06-CE dt 1 March 2006 (as amended by notification no. 4/2011-CE dt. 1 March 2011) towards Counter-Vailing Duty (CVD) for the imports at Navasheva port for the period 24 March 2011 to 2 December 2011. Appeal filed with West Zonal Branch of the Customs, Excise and Service Tax Appellate Tribunal at Mumbai.	26.10
vi) Demand notice from Customs Department, Chennai towards denial of import of MOP at concessional rate of duty for the period 1 April 2001 to 28 February 2006. The Company has filed appeal with South Regional branch of the Customs, Excise and Service Tax Appellate Tribunal at Bangalore.	284.74
vii) Demand notice from Customs Department, Chennai towards denial of import of MOP at concessional rate of duty for the period 2002-03 and 2003-04. Appeal filed with South Regional branch of the Customs, Excise and Service Tax Appellate Tribunal at Bangalore.	148.28
viii) Customs Duty Differential on finalised Bill of Entries-Dharamatar Port-Order by Deputy Commissioner of Customs(P) Alibaug Division	71.02
ix) Demand from Directorate of Revenue Intelligence towards wrongful availment of exemption notification based on SEIS scrips	140.52

Notes to the Consolidated financial statements for the year ended 31 March 2023

C. Financial Guarantees:

(INR in lakhs)

	31 March 2023	31 March 2022
Aggregate amount of guarantees issued by the banks to various Government Authorities and Others**	1,030.23	1,560.08

** In respect of Parent Company, Bank guarantees of INR 126.00 lakhs (31 March 2022 : INR 695.12 lakhs) are secured by a 100% cash margin. Bank guarantees Includes amount related to discontinued operation (Refer Note 30).

D. Commitments:

(INR in lakhs)

	31 March 2023	31 March 2022
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)##	5,559.39	18,022.32

includes amount related to discontinued operations (Refer Note 30)

36. Related party transactions

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', names of the related parties, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods are:

(i) Joint ventures of the Group

- 1) Zuari Maroc Phosphates Private Limited
- 2) Paradeep Phosphates Limited – Subsidiary of Zuari Maroc Phosphates Private Limited

(ii) Key management personnel of the Group

- 1) Mr. Saroj Kumar Poddar - Chairman, Non-Executive Director
- 2) Mr. Nitin M Kantak - Executive Director
- 3) Mr. N. Suresh Krishnan - Non-Executive Director (Upto 29 October 2022)
- 4) Mr. Akshay Poddar - Non-Executive Director
- 5) Mr. Marco Wadia - Independent Director (Upto 31 March 2022)
- 6) Mr. Dipankar Chatterji - Independent Director
- 7) Mr. L.M.Chandrasekaran - Independent Director (Upto 12 June 2022)
- 8) Ms. Reena Suraiya - Independent Director (w.e.f. 24 June 2021)
- 9) Mr. Amandeep - Independent Director (w.e.f. 29 May 2022)
- 10) Mr. Sanjeev Lall - Independent Director (w.e.f. 01 September 2022)
- 11) Mr. Athar Shahab - Non Executive Director (w.e.f. 05 November 2022)
- 12) Mr. Raj Kumar Gupta - Chief Financial Officer (upto 10 June 2022)
- 13) Mr. Manish Malik - Chief Financial Officer (w.e.f. 06 October 2022)
- 14) Mr. Vijayamahantesh Khannur - Company Secretary (upto 10 June 2022)
- 15) Mr. Manoj Dere - Company Secretary (w.e.f. 01 February 2023)

(iii) Parties having significant influence

- 1) Zuari Industries Limited (formerly Zuari Global Limited)
- 2) Indian Furniture Products Limited (IFPL)
- 3) Forte Furniture Products (India) Private Limited (Joint Venture of Zuari Global Limited)
- 4) Simon India Limited
- 5) Zuari Management Services Limited
- 6) Zuari Infraworld India Limited
- 7) Zuari Finserv Limited
- 8) Zuari Investments Limited
- 9) Gobind Sugar Mills Limited (Merged with Zuari Industries Ltd)
- 10) Zuari Indian Oil Tanking Private Limited (Joint Venture of Zuari Global Limited)

Notes to the Consolidated financial statements for the year ended 31 March 2023

11) Adventz Finance Private Limited

12) Lionel India Limited

(iv) Details of Post employment benefit plans managed through separate trusts (para 9 (b) (v) of Ind AS 24)

1) Zuari Industries Limited Employee Provident Fund

2) Zuari Industries Limited Senior Staff Superannuation Fund

3) Zuari Industries Limited Non Management Employees Pension Fund

4) Zuari Industries Limited Gratuity Fund

5) MCF Ltd Employees Gratuity Fund Trust ("MCF Gratuity Trust")

6) MCF Ltd Employees Superannuation Trust ("MCF Superannuation Trust")

Following transactions were carried out amongst the related parties in the ordinary course of business for the year ended: #*(INR in lakhs)*

Transaction details	31 March 2023			31 March 2022		
	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
1 Expenses incurred on their behalf						
- Paradeep Phosphates Limited	502.40	-	-	157.00	-	-
- Zuari Industries Limited	-	-	-	-	0.72	-
- Zuari Indian Oil Tanking Private Limited	-	0.04	-	-	0.06	-
2 Expenses incurred on our behalf						
- Paradeep Phosphates Limited	55.16	-	-	-	-	-
- Zuari Industries Limited	-	2.21	-	-	-	-
- Adventz Finance Private Limited	-	7.46	-	-	-	-
3 Service charges paid						
- Zuari Management Services Limited	-	1,470.06	-	-	1,306.84	-
- Zuari Finserv Limited	-	11.52	-	-	24.35	-
- Zuari Indian Oil Tanking Private Limited	-	-	-	-	0.59	-
4 Tolling & Allied Services/Other Income						
- Paradeep Phosphates Limited	642.24	-	-	905.25	-	-
5 Transfer of employee benefits						
- Paradeep Phosphates Limited	38.09	-	-	0.52	-	-
- Zuari Industries Limited	-	30.51	-	-	-	-
6 Purchase of traded goods						
- Paradeep Phosphates Limited	23,220.70	-	-	14,185.47	-	-
7 Purchase of raw materials						
- Paradeep Phosphates Limited	7,653.45	-	-	32,147.52	-	-
8 Rebate received on purchase of traded goods						
- Paradeep Phosphates Limited	3,697.12	-	-	-	-	-
9 Sale of finished goods						
- Paradeep Phosphates Limited	-	-	-	19,613.07	-	-
10 Sale of Goa Fertiliser plant						
- Paradeep Phosphates Limited	1,68,797.46	-	-	-	-	-
11 Purchase of fixed assets						
- Indian Furniture Products Limited	-	27.40	-	-	-	-
12 Sale of Raw Material						
- Paradeep Phosphates Limited	3,503.49	-	-	5,674.24	-	-
13 Other expenses						
- Zuari Infraworld India Limited	-	1.18	-	-	-	-
- Lionel India Limited	-	172.68	-	-	25.98	-
14 Purchase of interiors						
- Indian Furniture Products Limited	-	-	-	-	86.68	-
15 Interest paid						
- Paradeep Phosphates Limited	55.64	-	-	1.50	-	-

Notes to the Consolidated financial statements for the year ended 31 March 2023

Transaction details	31 March 2023			31 March 2022		
	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
16 Inter corporate deposits taken - Adventz Finance Private Limited	-	10,000.00	-	-	-	-
17 Inter corporate deposits paid - Adventz Finance Private Limited	-	10,000.00	-	-	-	-
18 Interest paid on Inter corporate deposits - Zuari Industries Limited - Zuari Management Services Limited - Adventz Finance Private Limited	- - -	4,500.00 1,402.50 919.74	- - -	- - -	4,500.00 1,402.50 919.74	- - -
19 Rent paid - Zuari Industries Limited - Zuari Infraworld India Limited - Gobind Sugar Mills Limited - Adventz Finance Private Limited	- - - -	2.31 - - 85.64	- - - -	- - - -	22.91 9.51 0.72 -	- - - -
20 Rent received - Paradeep Phosphates Limited	54.00	-	-	-	-	-
21 Service Income - Paradeep Phosphates Limited	106.09	-	-	-	-	-
22 Dividend paid - Mr. Akshay Poddar - Zuari Industries Limited - Adventz Finance Private Limited	- - -	- 3.67 52.20	15.63 - -	- - -	- 3.06 -	9.59 - -
23 Advance received against sale of land - Paradeep Phosphates Limited	1,100.00	-	-	-	-	-
24 Advance received againsts Business Transfer Agreement - Paradeep Phosphates Limited	-	-	-	39,900.00	-	-
25 Contribution to Gratuity Fund	-	215.97	-	-	159.34	-
26 Contribution to Superannuation Fund	-	96.79	-	-	172.08	-
27 Contribution to Provident Fund (including employees contribution)	-	169.35	-	-	539.78	-
28 Contribution to Contributory Pension Fund (including employees contribution)	-	15.89	-	-	60.58	-
29 Sitting fees Paid - Mr. Saroj Kumar Poddar - Mr. Marco Wadia - Mr. Akshay poddar - Mr. Gopal Krishna Pillai - Mr. J.N. Godbole - Ms. Kiran Dhingra - Mr. Kapil Mehan - Mr. SuNil Sethy - Mr. N. Suresh Krishnan - Ms. Reena Suraiya - Mr Amandeep - Mr Sanjeev Lall - Mr Athar Shahab - Mr Dipankar Chatterji - Mr L M Chandrasekaran	- - - - - - - - - - - - - - -	- - - - - - - - - - - - - - -	4.80 5.35 9.70 - - - - - - 2.25 6.40 8.00 2.50 3.20 8.25 0.90	- - - - - - - - - - - - - - -	- - - - - - - - - - - - - - -	1.95 4.05 2.65 3.00 4.05 2.75 1.15 1.70 3.25 - - - - - -

Terms and conditions of transactions with related parties

The transactions of sale and purchases with related parties are made on terms equivalent to those prevailing in arm's length transactions. The outstanding balances at the year end of trading activities are generally unsecured. Interest is charged as per terms of the contract with the related parties which is at arm's length. The net outstanding balances are settled generally in cash.

There have been no guarantees provided or received for any related party receivables or payables.

For the year ended 31 March 2023, the Company has written off Rs 343.99 lakhs (31 March 2022 : INR Nil) on loan (including interest) given to subsidiary.

Notes to the Consolidated financial statements for the year ended 31 March 2023

Compensation of key management personnel of the group*

(INR in lakhs)

	31 March 2023	31 March 2022
Short-term employee benefits	945.64	529.03
Retirement benefits	5.38	8.00
Sitting Fee	66.35	47.90
Total compensation paid to key management personnel	1,017.37	584.93

* The amount disclosed above are the amounts recognised during the reporting period related to key management personnel. As the liabilities for the gratuity and compensated absences are provided on an actuarial basis for the Group as a whole, the amount pertaining to the key management personnel is not ascertainable and therefore not included above.

includes amount related to discontinued operations (Refer Note 30)

Balance Outstanding as on :

(INR in lakhs)

Transaction details	31 March 2023			31 March 2022		
	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
1 Trade payables :						
- Zuari Management Services Limited	-	113.97	-	-	38.65	-
- Zuari Infraworld India Limited	-	1.18	-	-	7.36	-
- Paradeep Phosphates Limited	15,080.74	-	-	72,873.39	-	-
- Zuari Industries Limited	-	-	-	-	105.27	-
- Zuari Finserv Limited	-	7.75	-	-	1.78	-
- Zuari Investments Limited	-	-	-	-	0.21	-
- Lionel India Limited	-	20.64	-	-	13.87	-
2 Trade receivable/ Other receivable :						
- Paradeep Phosphates Limited	1,434.89	-	-	0.22	-	-
- Zuari Industries Limited	-	21.91	-	-	-	-
3 Capital advance :						
- Indian Furniture Products Limited	-	155.57	-	-	183.23	-
- Paradeep Phosphates Limited	1,100.00	-	-	-	-	-
4 Security deposits given :						
- Zuari Infraworld India Limited	-	-	-	-	29.33	-
5 Advance given for income tax liability :						
- Zuari Industries Limited	-	522.15	-	-	522.15	-
6 Advance to Employee:						
- Mr. Sunil Sethy	-	-	81.00	-	-	81.00
7 Inter corporate deposits:						
- Zuari Industries Limited	-	30,000.00	-	-	30,000.00	-
- Zuari Management Services Limited	-	9,350.00	-	-	9,350.00	-
- Adventz Finance Private Limited	-	10,000.00	-	-	-	-
8 Trade deposit received :						
- Gobind Sugar Mills Limited	-	-	-	-	0.50	-
9 Interest payable :						
- Paradeep Phosphates Limited	55.64	-	-	2,364.29	-	-
- Zuari Industries Limited	-	-	-	-	865.94	-
- Zuari Management Services Limited	-	-	-	-	297.28	-

Notes to the Consolidated financial statements for the year ended 31 March 2023

Transaction details	31 March 2023			31 March 2022		
	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
10 Advance from customers/others - Paradeep Phosphates Limited	-	-	-	39,900.00	-	-
11 Gratuity fund balance :	-	1,207.07	-	-	1,398.65	-
12 Provident fund balance* :	-	11,049.07	-	-	12,387.95	-
* Includes amount contributed by Zuari Industries Limited (related party of the Parent Company).						
13 Contribution to Superannuation Fund	-	-	-	-	-	-
14 Contribution to Contributory Pension Fund (including employees contribution)	-	-	-	-	-	-

includes amount related to discontinued operations (Refer Note 30)

37. Segment Information:**Information regarding primary segment reporting as per Ind AS-108**

The Group is engaged in the business of manufacturing, trading and marketing of seeds, pesticides, chemical fertilizers and fertilizer products which according to the management, is considered as the only business segment.

Accordingly, no separate segmental information has been provided herein.

Geographical Segments

The Group operates in India and therefore caters to the needs of the domestic market. Therefore, there is only one geographical segment and hence, geographical segment information is not required to be disclosed.

Revenue from single customer i.e. Government of India amounted to INR 2,96,182.81 lakhs (31 March 2022 : INR 3,74,305.45 lakhs) arising from sales in the fertilizers segment, including discontinued operations of INR 20,662.36 lakhs (31 March 2022 : INR 1,73,143.34 lakhs (Refer Note 30)).

38. Fair Values

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in lakhs)

Assumptions	Carrying value		Fair value	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Financial assets				
Investments:				
Investment in quoted equity share at FVTOCI	455.72	1,442.71	455.72	1,442.71
Investment in unquoted equity share at FVTOCI	5,537.00	2,764.80	5,537.00	2,764.80
Investment in mutual fund	11.11	10.54	11.11	10.54
Others:				
Loans and advances				
Employee loans and interest thereon	1.66	3.85	1.66	3.85
Security deposits	1,575.61	1,021.00	1,575.61	1,021.00
Foreign exchange forward covers	26.61	43.23	26.61	43.23
Packing scheme incentive grant receivable	91.11	91.11	91.11	91.11
Other financial assets	3,058.29	1,526.44	3,058.29	1,526.44
Total financial assets	10,757.11	6,903.69	10,757.11	6,903.69
Financial Liabilities				
Borrowings				
Long term borrowings	55,691.90	57,347.89	55,691.90	57,347.89
Short term borrowings	1,45,711.62	2,06,964.07	1,45,711.62	2,06,964.07
Others:				
Foreign exchange forward covers	252.21	514.08	252.21	514.08
Other financial liabilities	15,237.62	18,918.16	15,237.62	18,918.16
Total financial liabilities	2,16,893.35	2,83,744.20	2,16,893.35	2,83,744.20

Notes to the Consolidated financial statements for the year ended 31 March 2023

The management assessed that cash and cash equivalents, trade receivables and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

Borrowings are primarily Indian domestic long-term rupee loans wherein interest rates are linked to benchmark rates (Marginal Cost of Lending Rates/Prime Lending Rates) of respective lenders. These benchmark rates are determined based on cost of funds of the lenders, as well as, market rates. The benchmark rates are periodically revised by the lenders to reflect prevalent market conditions. Accordingly, effective cost of debt for Borrowings at any point of time is in line with the prevalent market rates. Due to these reasons, management is of the opinion that they can achieve refinancing, if required, at similar cost of debts, as current effective rates. Hence, the discontinuing rate for calculating the fair value of Borrowings has been taken in line with the current cost of debt.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The following methods and assumptions were used to estimate the fair values:

- (i) Derivative financial instruments - The fair value of forward foreign exchange contracts is determined using the forward exchange rates at the balance sheet date. The fair value of foreign currency option contracts is determined using the Black Scholes valuation model. The derivatives are entered into with the banks counterparties with investment grade credit ratings.
- (ii) Security deposits / Employee loans - The fair value of security deposits / employee loans approximates the carrying value and hence, the valuation technique and inputs have not been given.
- (iii) The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- (iv) The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis are as shown below:

	"Valuation technique"	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
As on 31 March 2023				
Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate (LTGR)	WACC 18.04% & LTGR 4.00%	Increase in WACC and decrease in LTGR by 0.50% would result in decrease in fair value by INR 25.92 lakhs and Decrease in WACC and increase in LTGR by 0.50% would result in increase in fair value by INR 27.36 lakhs respectively.
As on 31 March 2022				
Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate (LTGR)	WACC 14.10% & LTGR 4.00%	Increase in WACC and decrease in LTGR by 0.50% would result in decrease in fair value by INR 56.16 lakhs and Decrease in WACC and increase in LTGR by 0.50% would result in increase in fair value by INR 50.40 lakhs respectively.

Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets:

(INR in lakhs)

As at 1 April 2021	692.64
Re-measurement loss recognised in OCI	2,072.16
Purchases	-
Sales	-
As at 31 March 2022	2,764.80
Re-measurement gain recognised in OCI	2,772.20
Purchases	-
Sales	-
As at 31 March 2023	5,537.00

Notes to the Consolidated financial statements for the year ended 31 March 2023

39. Fair value measurements

(INR in lakhs)

(i) Financial instruments by category

	31 March 2023			31 March 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
Investment in quoted equity share at FVTOCI	-	455.72	-	-	1,442.71	-
Investment in unquoted equity share at FVTOCI	-	5,537.00	-	-	2,764.80	-
Investment in mutual fund	-	11.11	-	-	10.54	-
Loans and interest thereon	-	-	1.66	-	-	3.85
Security deposits	-	-	1,575.61	-	-	1,021.00
Trade receivables	-	-	78,020.05	-	-	63,350.94
Cash and cash equivalents	-	-	38,920.33	-	-	56,551.26
Bank balances other than above	-	-	3,816.72	-	-	13,922.72
Foreign exchange forward covers	26.61	-	-	43.23	-	-
Other financial assets	-	-	3,149.40	-	-	1,617.55
Total Financial assets	26.61	6,003.83	1,25,483.77	43.23	4,218.05	1,36,467.32
Financial liabilities						
Borrowings	-	-	2,01,403.52	-	-	2,64,311.96
Lease liabilities	-	-	9,360.86	-	-	-
Trade payables	-	-	48,343.50	-	-	58,716.65
Foreign exchange forward covers	252.21	-	-	514.08	-	-
Payable for capital goods	-	-	368.71	-	-	4,567.93
Others	-	-	14,868.91	-	-	14,350.23
Total Financial liabilities	252.21	-	2,74,345.50	514.08	-	3,41,946.77

(ii) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2023 :

(INR in lakhs)

	Fair value measurement using				
	"Date of Valuation"	Total	Quoted prices in active markets	"Significant observable inputs"	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2023	455.72	455.72	-	-
Investment in unquoted equity share at FVTOCI	31 March 2023	5,537.00	-	-	5,537.00
Investment in mutual fund	31 March 2023	11.11	11.11	-	-
Assets for which fair values are disclosed					
Employee loans and interest thereon	31 March 2023	1.66	-	1.66	-
Security deposits	31 March 2023	1,575.61	-	1,575.61	-
Foreign exchange forward covers	31 March 2023	26.61	-	26.61	-
Packing scheme incentive grant receivable	31 March 2023	91.11	-	91.11	-
Other financial assets	31 March 2023	3,058.29	-	3,058.29	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Notes to the Consolidated financial statements for the year ended 31 March 2023

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2023 :

(INR in lakhs)

	Fair value measurement using				
	"Date of Valuation"	Total	Quoted prices in active markets	"Significant observable inputs"	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Liabilities measured at fair value					
Foreign exchange forward covers	31 March 2023	252.21	-	252.21	-
Liabilities for which fair values are disclosed					
Long term borrowings	31 March 2023	55,691.90	-	55,691.90	-
Short term borrowings	31 March 2023	1,45,711.62	-	1,45,711.62	-
Other financial liabilities	31 March 2023	15,237.62	-	15,237.62	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2022 :

(INR in lakhs)

	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2022	1,442.71	1,442.71	-	-
Investment in unquoted equity share at FVTOCI	31 March 2022	2,764.80	-	-	2,764.80
Investment in mutual fund	31 March 2022	10.54	10.54	-	-
Assets for which fair values are disclosed					
Employee loans and interest thereon	31 March 2022	3.85	-	3.85	-
Security deposits	31 March 2022	1,021.00	-	1,021.00	-
Foreign exchange forward covers	31 March 2022	43.23	-	43.23	-
Packing scheme incentive grant receivable	31 March 2022	91.11	-	91.11	-
Other financial assets	31 March 2022	1,526.44	-	1,526.44	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2022 :

(INR in lakhs)

	Fair value measurement using				
	"Date of Valuation"	Total	Quoted prices in active markets	"Significant observable inputs"	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Liabilities measured at fair value					
Foreign exchange forward covers	31 March 2022	514.08	-	514.08	-
Liabilities for which fair values are disclosed					
Long term borrowings	31 March 2022	57,347.89	-	57,347.89	-
Short term borrowings	31 March 2022	2,06,964.07	-	2,06,964.07	-
Other financial liabilities	31 March 2022	18,918.16	-	18,918.16	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Notes to the Consolidated financial statements for the year ended 31 March 2023

40. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations. The Group also holds investments and enters into derivative transactions. The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks.

The Group's risk management is carried out by a treasury department under policies approved by the Board of Directors. The treasury department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board of Directors (Committee of directors for Banking and Finance) provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, investments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at 31 March 2023 and 31 March 2022.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations, provisions, and other non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2023 and 31 March 2022.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit/(loss) before tax is affected through the impact on floating rate borrowings, as follows:

	(INR in lakhs)	
	Increase/ decrease in basis points	Effect on profit / (loss) before tax
For the period ended 31 March 2023		
INR Borrowings	+50	(872.14)
USD Borrowings	+50	(177.87)
INR Borrowings	-50	872.14
USD Borrowings	-50	177.87
For the period ended 31 March 2022		
INR Borrowings	+50	(675.41)
USD Borrowings	+50	(240.79)
Euro Borrowings	+50	(1.66)
INR Borrowings	-50	675.41
USD Borrowings	-50	240.79
Euro Borrowings	-50	1.66

Notes to the Consolidated financial statements for the year ended 31 March 2023

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group uses foreign exchange forward contracts to manage its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to seven months.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of various currencies with INR, with all other variables held constant. The impact on the Group's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

For the period ended 31 March 2023

(INR in lakhs)

	Change in foreign currency rate	Effect on profit before tax
USD	+5% -5%	(346.69) 346.69

For the period ended 31 March 2022

(INR in lakhs)

	Change in foreign currency rate	Effect on profit before tax
USD	+5% -5%	(2,101.36) 2,101.36
Euro	+5% -5%	(16.70) 16.70

c) Commodity price risk

- (i) The Group's operating activities require the ongoing purchase of natural gas. Natural gas being an international commodity is subject to price fluctuation on account of the change in the crude oil prices, demand supply pattern of natural gas and exchange rate fluctuations. The Group is not affected by the price volatility of the natural gas as under the Urea pricing formula the cost of natural gas is pass through if the consumption of natural gas is within the permissible norm for manufacturing of Urea.
- (ii) The Group deals in purchase of imported fertilisers (i.e. DAP and MOP), which are imported by the Group and sold in the domestic market. The import prices of these goods are governed by international prices. There is a price and material availability risk, which may not be in line to meet the domestic market requirement. The risk is also with domestic manufacturers whose costing is based on majorly imported raw materials and small value-add. However, a dynamic alignment of procurement to sales and constant review of market conditions and competitors costing help in mitigating the impact.
- (iii) The Group also deals in purchase of imported raw materials (i.e. P2O5, Ammonia, Potash and Urea), which are imported by the Group and used in the manufacturing of NPK. The import prices of these materials are governed by international prices. There is a price and material availability risk.

Equity price risk

The Group's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to unlisted equity securities at fair value was INR 5,537 lakhs (31 March 2022 : INR 2,764.80 lakhs). Sensitivity analyses of these investments have been provided in Note 38.

Notes to the Consolidated financial statements for the year ended 31 March 2023

At the reporting date, the exposure to listed equity securities at fair value was INR 455.71 lakhs (31 March 2022 : INR 1,442.71 lakhs). A decrease of 5% on the BSE market price could have an impact of approximately INR 22.79 lakhs (31 March 2022 : INR 72.14 lakhs) on the other comprehensive income or equity attributable to the Group. An increase of 5% in the value of the listed securities would also impact other comprehensive income and equity. These changes would not have an effect on profit or loss.

Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

a) Trade receivables

The Group receivables can be classified into two categories, one is from the customers into the market and second one is from the Government in the form of subsidy. As far as Government portion of receivables are concerned, credit risk is Nil. For market receivables from the customers, the Group extends credit to customers in normal course of business. The Group considers factors such as credit track record in the market and past dealings for extension of credit to customer. The Group monitors the payment track record of the customer. Outstanding customer receivables are regularly monitored. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. The Group has also taken security deposits from its customers, which mitigate the credit risk to some extent. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11. The Group holds collateral as security for many of its customers. In case of Parent Company, at 31 March 2023 , 2.61% (31 March 2022 : 5.45%) of the Parent Company's trade receivables are covered by collateral security. In case of Subsidiary Company, at 31 March 2023 , 35.75% (31 March 2022 : 45.47%) of the Subsidiary Company's trade receivables are covered by collateral security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several geographical areas and are having long term business relationship with the Group.

The Group receivables can be classified into two categories, one is from the customers into the market and second one is from the Government in the form of subsidy. As far as Government portion of receivables are concerned, credit risk is Nil. For market receivables from the customers, the Group extends credit to customers in normal course of business. The Group considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Group monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. The Group has also taken security deposits from its customers, which mitigate the credit risk to some extent. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9. The Group holds collateral as security for many of its customers. At 31 March 2021 , 45.23% (31 March 2019: 12.87%) of the Parent Company and at 31 March 2021 , 8.62% (31 March 2019: 5.82%) of the Subsidiary Company, trade receivables are covered by collateral security. The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several geographical areas and are having long term business relationship with the Group.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The Group adjusts the receipts from customer on first in first out basis. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than five years and are not subject to enforcement activity. Security collaterals obtained by the Parent Company resulted in a decrease in the ECL of INR 2.98 lakhs as at 31 March 2023 (31 March 2022 : INR 254.17 lakhs). During the year ended 31 March 2022 , the Parent Company had performed certain key steps for recoverability of trade receivables including but not limited to reconciliation with its customers, filing of legal cases with customers, recoverability assessment of aged receivables and etc. Basis these steps taken by the management, the Parent Company is carrying provision of INR 40.48 lakhs (31 March 2022 : INR 1,826.61 lakhs) based on their best estimate.

Notes to the Consolidated financial statements for the year ended 31 March 2023

Set out below is the information about the credit risk exposure of the Parent Company's trade receivables and contract asset using provision matrix:

(INR in lakhs)

	Contract Asset	<1 Yr	1-2 Yr	2-3 Yr	3-4 Yr	4-5 Yr	>5 Yr	Grand Total
	ECL Rate	0.18%	3.24%	8.98%	18.65%	36.88%	100.00%	
31 March 2023	Estimated total gross carrying amount at default	1,219.93	-	-	-	-	38.36	1,258.29
	ECL- simplified approach	2.16	-	-	-	-	38.36	40.52
	Net carrying amount	1,217.77	-	-	-	-	-	1,217.77
31 March 2022	ECL Rate	0.89%	6.71%	15.52%	12.19%	31.32%	100.00%	
	Estimated total gross carrying amount at default	1,774.82	75.77	791.78	3,573.34	1,992.06	1,689.60	9,897.37
	ECL- simplified approach	15.78	5.09	122.88	435.68	623.85	1,689.60	2,892.88
	Net carrying amount	1,759.04	70.68	668.90	3,137.66	1,368.21	-	7,004.49

Though the required amount of ECL provision as at March 31, 2023 is lower than the provision of earlier years, the group is carrying ECL of INR 1854.92 Lakhs on conservative basis.

Reconciliation of provision for doubtful debts, loans, other financial assets and other advances falling under stage 3 of impairment testing:

(INR in lakhs)

	Trade receivables	Loans	Other financial assets	Other advances	Total
Provision as on 1 April 2021:	3,934.65	801.62	74.28	6,091.61	10,902.16
Add: Provision made during the period	-	-	-	-	-
Less: Provision utilized during the period	(246.05)	(801.62)	-	(18.76)	(1,066.44)
Provision as on 31 March 2022 :	3,688.59	-	74.28	6,072.85	9,835.72
Add: Provision made during the period	40.52	-	-	-	40.52
Less: Provision utilized during the period	(2,041.99)	-	(74.28)	(3,249.43)	(5,365.70)
Provision as on 31 March 2023 :	1,687.12	-	-	2,823.42	4,510.54

Reconciliation of impairment allowance on investment in equity securities at fair value through profit and loss (FVTPL):

(INR in lakhs)

	Amount (INR in Lakhs)
Impairment allowance as on 1 April 2021:	11,943.47
Add: Provision made during the period	-
Less: Provision reversed during the period	-
Impairment allowance as on 31 March 2022 :	11,943.47
Add: Provision made during the period	-
Less: Provision reversed during the period	-
Impairment allowance as on 31 March 2023 :	11,943.47

Notes to the Consolidated financial statements for the year ended 31 March 2023

b) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the guidelines framed by the board of directors of the Group. Guidelines broadly covers the selection criterion and over all exposure which the Group can take with a particular financial institution or bank. Further the guideline also covers the limit of overall deposit which the Group can make with a particular bank or financial institution. The Group does not maintain the significant amount of cash and deposits other than those required for its day to day operations.

Liquidity risk

The Group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

	Less than 1 Year	1-3 Years	3-5 years	> 5 years	Total
Year ended 31 March 2023					
Borrowings	1,44,885.97	34,679.25	12,755.51	9,082.79	2,01,403.52
Lease Obligation	586.30	4,011.28	2,490.00	-	7,087.58
Other financial liabilities	18,479.21	-	-	-	18,479.21
Trade and other payables	56,843.18	-	-	-	56,843.18
Foreign exchange forward covers	-	-	-	-	-
	2,20,794.66	38,690.53	15,245.51	9,082.79	2,83,813.49
Year ended 31 March 2022					
Borrowings	2,06,379.69	43,024.73	5,448.54	35,664.08	2,90,517.04
Lease Obligation	809.35	2,656.16	3,025.53	3,660.31	10,151.35
Other financial liabilities	41,285.72	-	-	-	41,285.72
Trade and other payables	1,91,327.24	989.04	-	-	1,92,316.28
Foreign exchange forward covers	498.94	15.14	-	-	514.08
	4,40,300.94	46,685.07	8,474.07	39,324.39	5,34,784.47

41. Key financial ratios#

Particulars	31 March 2023	31 March 2022	% Change	Reasons for variance
1. Current Ratio (Current Assets/Current Liabilities)	0.61	0.67	9%	Not applicable
2. Debt - Equity Ratio (Debt/Equity)	1.00	3.13	68%	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.
3. Debt Service Coverage Ratio (Net profit after tax + Non cash operating expenses)/ (Interest & Lease payments + Principal Repayments)	1.11	0.39	(185%)	Improved due to sale in major undertaking on slump sale basis and one time gain is utilised for repayment of loan in current financial year.
4. Return on Equity Ratio (Net profit after taxes/Average Shareholder's equity)	0.36	0.23	(58%)	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.
5. Inventory turnover ratio (Cost of goods sold/Average Inventory)	6.82	8.50	20%	During the year major undertaking of the company is transferred on slump sale basis and current year ratios not comparable with previous year ratio.

Notes to the Consolidated financial statements for the year ended 31 March 2023

6. Trade Receivables turnover ratio (Net sales/Average Trade Receivables)	6.44	6.60	2%	Not applicable
7. Trade payables turnover ratio (Total Purchase/ Average Trade Payable)	5.53	5.31	(4%)	Not applicable
8. Net capital turnover ratio (Total Sales/ Working Capital)	(11.03)	(3.73)	(196%)	During the year major undertaking of the company is transferred on slump sale basis and current year ratios not comparable with previous year ratio.
9. Net profit ratio (Profit after tax/Revenue)	0.12	0.05	(137%)	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year.
10. Return on Capital employed (EBIT/ (Total Assets- Total Current Liabilities))	0.31	0.11	(179%)	Improved due to sale in major undertaking on slump sale basis and one time gain is recognised during the current financial year. #includes amount related to discontinued operations (Refer Note 30)

42. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors its capital using gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(INR in lakhs)

	31 March 2023	31 March 2022
Total Borrowings (Refer Note 14A and Note 14B)	2,10,764.38	2,64,311.96
Trade payables (Refer Note 15)	48,343.50	58,716.65
Other payables (Refer Note 16)	15,489.83	19,432.24
Less: Cash and cash equivalents (Refer Note 12)	(38,920.33)	(56,551.26)
Net debts	2,35,677.38	2,85,909.59
Total equity	1,58,116.82	36,700.98
Capital and net debt	3,93,794.20	3,22,610.57
Gearing ratio (%)	59.85%	88.62%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2023 and 31 March 2022.

The Parent Company has various covenants to be complied in respect of its borrowings. The primary covenants are total outstanding liabilities to tangible net worth ratio, debt service coverage ratio, interest coverage ratio, fixed assets coverage ratio, current ratio, debt to EBITDA ratio, current assets to current liabilities ratio and total debt to equity ratio. Following are the non compliances for debt covenants for borrowings from:

Notes to the Consolidated financial statements for the year ended 31 March 2023

Lender Name	Covenants breached	Consequences of breach	Management assessment
HDFC Limited	Total outstanding liabilities to tangible net worth ratio, debt service coverage ratio, interest coverage ratio	The Parent Company shall pay default interest of 2% per annum over and above the applicable interest rate for each of the above event till such time such default / non-compliance is cured to the Lender's satisfaction	"There is breach of certain covenants since year ended March 31, 2019 due to breach of covenant, non-current portion of the term loans from bank has been classified under current borrowings in the financial statement for which the lender has not charged any penal interest on such breach of covenants and had not withdrawn the facility and on that basis Parent Company has not accounted for penal interest. The loan will be paid in full in May 2023 being last instalment payment."
Aditya Birla Finance Limited	Debt to EBITDA ratio, fixed asset coverage ratio, total debt to equity, total debt and contingent liability to equity, debt service coverage ratio	Any breach in financial covenants shall attract a penalty of 1% per annum till time such breach is cured.	The Loan has been repaid in full in the month of May 2022. The same has been paid without any penal charges

43. Disclosure required under Section 186 (4) of the Companies Act 2013.

Included in loans, the particulars of which are disclosed in below as required by section 186 (4) of the Companies Act, 2013:

Sl. No.	Name of the Borrower	Rate of Interest	Secured/ Unsecured	Due Date	Purpose	31 March 2023	31 March 2022
1	Adventz Trading DMCC	13.25%	Unsecured	6 years from the date of disbursement	General business purpose	-	199.12

- (i) For further details of loans, Refer Note 6B.

The Board of Directors of the Company at its meeting held on 31st March, 2023 has approved the liquidation and winding up of Adventz Trading DMCC ('DMCC'), a wholly owned subsidiary of the Parent Company subject to the approval of Reserve Bank of India and other Regulatory Authorities as DMCC was not conducting any business since May, 2021. Further, the Company does not envisage any viable business in the near future as well. The Board of DMCC at its meeting held on 31st March, 2023 has also approved the liquidation and winding up of DMCC.

To give effect to the above, the Parent Company has written off 100% of carrying value of its investment also written off the loans given to Adventz DMCC of INR 230.88 lakhs and interest receivable thereon of INR 113.11 lakhs.

- (ii) Details of Investments made are given under Note 6A.

44. The Parent Company is carrying a receivable of INR Nil lakhs (31 March 2022 : INR 1,949.03 lakhs) for the period February 2013 and March 2013 on account of accrual of subsidy income at higher rate in comparison to rate at which subsidy is granted. However, as per the office memorandum dated 16 April 2018 issued by the Department of Fertilizer (DOF), the Government has ex-post facto approved the subsidy paid on specific quantity of P&K fertilizer received in the relevant district during February 2013 and March 2013 months in different year since 2012-13 at the rates fixed for the next financial year which were lower than the rate approved by cabinet /CCEA for that year. The Parent Company has represented to the Department of Fertilizer that the material moved in February 2013 and March 2013 was part of the approved movement plan of January 2013 and hence Nutrient Based Subsidy rates of 2013 should be applicable. The Company had filed writ petition at Hon'ble High Court of Delhi (DHC) against Department of Fertilizer to recover this amount. Pursuant to the court order, the Court hearing was granted by DoF to present its claims and also submitted written representations.

DoF vide their order dated 29 September 2019 had rejected the representation and submissions by the Company against which the Company has filed writ petition to the higher authority against the order passed by DoF. On 3 March 2021 DHC has issued notice in the writ petition and has directed DoF to file its reply. DoF has filed its reply on 27 July 2021, and the Company has been directed to file its rejoinder within six weeks thereafter. The Company has filed rejoinder and in the hearing on 28 March 2022. As apart of BTA between Company and Paradeep Phosphate Ltd(PPL) the receivable has been transferred to PPL.

Notes to consolidated financial statements for the year ended 31 March 2023

45A. During the financial year 2013-14, the Parent Company had sold part of freehold land to Zuari Industries Limited at a consideration of INR 16,359.32 lakhs. The possession of the said parcel of land was handed over on 28 March 2014; however the transfer of title is under progress. The Parent Company had received full consideration from the buyer in the financial year 2013-14.

45B. In terms of demerger of fertilizer undertaking from Zuari Industries Limited in an earlier year, the land records of some of the land parcels are in the process of being mutated in the name of the Parent Company.

46 Zuari Industries Limited (formerly, Zuari Global Limited) had demerged its fertilizer undertaking to the Parent Company with effect from 1 July 2011. ZIL has during an earlier year, based on Hon'ble High Court order on demerger of fertilizer undertaking, identified amount of income tax paid under protest pertaining to fertilizer undertaking demerged into the Parent Company.

The Parent Company has exchanged letter of mutual understanding with ZIL wherein the Parent Company has paid such amount of income tax paid under protest. During the financial year ended on 31 March 2017, the Parent Company had paid INR 2,533.85 lakhs to ZIL on this account pending completion of final assessment/litigation in respect of such financial years, out of which, for the year ended 31 March 2019, ZIL has received a favourable order of INR 825.50 lakhs in respect of fertilizer undertaking for the assessment year 2008-09, 2009-10, 2010-11 and 2011-12. During the financial year ended on 31 March 2021, consequent to receipt of favourable order for assessment year 2012-13, claim of fertiliser undertaking of INR 1,186.20 lakhs was no more recoverable from ZIL. The Parent Company is hopeful to realize the above entire amount of INR 522.15 lakhs (31 March 2022: INR 522.15 lakhs).

47 In case of Parent Company, during the year ended 31 March 2020 due to devolvement of loans, a remuneration of INR 81.00 lakhs paid to its then Managing Director in accordance with ordinary resolution but without prior approval from banks/financial institutions and approval of the shareholders by a special resolution as per provisions of Section 197 of Companies Act, 2013 (Act) read with Schedule V, has been recognized as recoverable from the Managing Director as at year end. As per section 197(10) of the Act, the Parent Company was required to obtain shareholders' approval by way of special resolution for waiver of recovery of remuneration paid to the then Managing Director, within 2 years from the date the sum becomes refundable, subject to prior approvals from the banks / financial institutions. The Parent Company had requested the banks / financial institutions (lenders) where there was default in payment / devolvement, to provide their approval for waiver of excess remuneration. However, the Parent Company has not received the consent from the lenders till date. The Parent Company proposes to obtain the shareholders resolution for waiver of recovery of remuneration paid to the then Managing Director without obtaining the lenders consent.

48. Statutory Group Information:

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income / (loss)		Share in total comprehensive income/ (loss)	
	As % of consolidated net assets	Amount in INR lakhs	As % of consolidated profit and loss	Amount in INR lakhs	As % of consolidated other comprehensive income	Amount in INR lakhs	As % of consolidated total comprehensive income	Amount in INR lakhs
Parent Company								
Zuari Agro Chemicals Limited								
31 March 2023	11%	17,006.67	62%	29,386.37	100%	2,737.34	64%	32,123.71
31 March 2022	(41%)	(15,117.04)	(64%)	(8,345.08)	101%	4,090.93	(25%)	(4,254.15)
Subsidiary Companies								
Mangalore Chemicals and Fertilizers Limited								
31 March 2023	51%	80,318.82	28%	13,465.51	(1%)	(31.50)	27%	13,434.01
31 March 2022	186%	68,306.99	67%	8,786.13	(1%)	(20.27)	51%	8,765.86
Adventz Trading DMCC								
31 March 2023	-	-	-	-	-	-	-	-
31 March 2022	(3%)	(1,050.61)	(3%)	(435.88)	-	(6.29)	(3%)	(442.17)
Zuari FarmHub Limited								
31 March 2023	7%	10,608.91	5%	2,151.07	-	10.89	4%	2,161.96
31 March 2022	(68%)	(25,025.28)	13%	2,022.19	-	3.52	12%	2,025.71

Notes to consolidated financial statements for the year ended 31 March 2023

Non-controlling interests in all subsidiaries								
31 March 2023	34%	53,315.00	13%	6,239.71	(1%)	(14.48)	12%	6,225.22
31 March 2022	130%	47,743.61	31%	4,039.38	-	(9.32)	24%	4,030.06
Joint Ventures								
31 March 2023	-	-	21%	9,792.64	-	13.64	19%	9,806.28
31 March 2022	-	-	123%	16,028.65	(1%)	(38.84)	94%	15,989.81
Eliminations and adjustments due to Consolidation								
31 March 2023	(2%)	(3,131.57)	(28%)	(13,371.09)	1%	28.95	(26%)	(13,342.14)
31 March 2022	(104%)	(38,156.71)	(69%)	(9,052.05)	-	18.65	(53%)	(9,033.41)
Total								
31 March 2023	100%	1,58,117.83	100%	47,664.21	100%	2,744.83	100%	50,409.04
31 March 2022	100%	36,700.96	100%	13,043.34	100%	4,038.38	100%	17,081.72

49. The Parent Company has received a requisition under section 100(2) of the Companies Act, 2013 from a group of shareholders holding 10.69% of shares, requesting the Board to call for an Extraordinary General Meeting (EGM) to discuss matters including proceeding against the two BTAs as mentioned in Note 29 and 53 above, i.e. the Business Transfer Agreement (BTA) dated 1 March 2021 to transfer its fertilizer plant at Goa and its associated businesses to Pardeep Phosphates Limited and BTA dated 31 March 2021 to transfer its assets and liabilities of its retail, speciality nutrient business (SPN) & allied, crop protection & care business (CPC), seeds and blended businesses to Zuari Farmhub Limited (ZFL) with effect from 31 March 2021, on a going concern basis under a slump sale. The Board has decided to hold EGM on 23 June 2021. Further, subsequent to the year end, the Company has also been intimated by the same group of shareholders proposing to file a petition in National Company Law Tribunal (NCLT) including for cancellation of these business transfer agreements. Subsequently the petition is withdrawn by petitioners during the current financial year.

50. In case of a subsidiary, the Subsidiary Company has been granted Eligibility Certificate by the Directorate of Industries, Government of Maharashtra vide letter No JDI/PUNE/PSI-2007/EC-12/2012/732 dated 19 July 2012. As per the Eligibility Certificate, the Subsidiary Company is entitled to:

- Electricity Duty exemption for a period of 15 years from the date of commercial production.
- 25% refund of annual VAT and CST liability (after set-off) on sale of manufactured goods from the project.

In terms of the Indian Accounting Standard (Ind AS 20) "Accounting for Government Grants", the eligible incentive is considered as a capital grant and has been set-up as deferred income, 'being recognised in the statement of profit and loss over the life of the eligible fixed assets.

Incentive receivable in respect of VAT and CST liability aggregating INR 34.12 lakhs as at 31 March 2023 (31 March 2022 : INR 51.18) has been set up as deferred income and is being recognised in the statement of profit and loss on systematic basis over the life of the eligible fixed assets. During the year, INR 17.06 lakhs (31 March 2021 : INR 17.06 lakhs) has been credited to the statement of profit and loss.

Incentive in respect of electricity duty exemption is accounted for during the period as a reduction from the electricity charges (i.e. the electricity charges recognised in Note 26 are considered net of electricity duty as per payments made to the electricity board). Pursuant to business transfer agreement (BTA) executed on 31 March 2021 between the Parent Company and Zuari FarmHub Limited (ZFL), the deferred income had been transferred to ZFL.

51. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

52. **Adjustment for events after approval of financial statements, for the year ended 31 March, 2021, of the Company by the Board of Directors of the Company in their meeting held on 28 May 2021**

An addendum to the Business Transfer Agreement dated 1 March 2021 was executed between the Company and PPL to (A) amend the long stop date from 30 June 2021 to 31 December 2021 under Clause 1.1 of the Business Transfer Agreement and further based on second addendum in BTA dated 30 December, 2021 long stop date has been extended to 30 June 2022. (B) amend clause 4.5.2 (a) of Business

Notes to consolidated financial statements for the year ended 31 March 2023

Transfer Agreement from 'All outstanding amounts under the Working Capital Facility Agreement in relation to any fund-based facility will be repaid and settled by the Seller prior to Completion Date, and the Seller shall deposit sufficient funds with the relevant member of the SBI Consortium to settle any non-fund based facility availed under the Working Capital Facility Agreement' to 'All outstanding amounts under the Working Capital Facility Agreement in relation to any fund-based facility will be repaid and settled by the Seller prior to or on Completion Date, and the Seller shall deposit sufficient funds with the relevant member of the SBI Consortium to settle any non-fund based facility availed under the Working Capital Facility Agreement'; and (C) to include, 'Further, in light of the extension of the Long Stop Date, the Parties agreed that the Purchaser shall provide necessary interim financial assistance to the Seller including financial assistance for energy improvement project of the Seller, in the form and manner as may be mutually acceptable to the Parties in writing, that the Seller may require to operate the Business prior to the Completion Date, and such financial assistance shall be adjusted towards the Purchase Consideration payable by the Purchaser under the Agreement'.

Pursuant to above addendum and commercial understanding between the Company and PPL, the Working Capital Facility in relation to any fund-based facility has been repaid and settled by the Company prior to or on Completion Date. The impact of the same has been considered in the current financial year and accordingly the short term borrowings of INR 44,846.18 lakhs as at 31 March 2022 has not been included as part of discontinued operation.

53. Other Statutory Information

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) **The Struck off Company details**

Name of the Struck off Company	Nature of transactions with struck off company	Balance Outstanding (INR)
Popular Stock and Share services Private Limited	Shares held by struck off company	4,000.00
Bombay Trading Company Private Limited		4,000.00
P R Investments Limited		100.00
Florescent Securities Limited		100.00
Kothari Intergroup Limited		20.00
Vaishak Shares Limited		60.00
Pushkar Financial Services Limited		10.00
Eastcoast Investments Limited		1,000.00
Ingita Financial Services Limited		1,000.00
Kothari & Sons (Nominees) Private Limited		1,000.00
New Ambadi Investments Private Limited		5,000.00
Naimnath Investments Private Limited		5,000.00
Usha Holdings Private Limited		500.00

- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period except mentioned below

Form CHG-9 for Modification of Charge ID 100574422 was filed by the Company vide SRN F17273277 dated 27-07-2022 to secure the Non Convertible Debentures by mortgage in addition to charge created earlier. The said form was sent for resubmission by MCA vide email dated 3-08-2022 with a due date of 18-08-2022 which was resubmitted by the Company on 10-08-2022. The form was sent again for resubmission on 15-08-2022 with same remarks as given in earlier resubmission with a due date of 28-08-2022. Since Form CHG-9 (among others) was not available for filing on account of transition from V2 to V3 MCA portal from 15-08-2022 to 30-08-2022, the Company was not able to resubmit the same. The Company has raised various service related complaints to MCA and also submitted various letters to Registrar of Companies but the issue is not resolved and hence the Form CHG-9 is pending for resubmission.

- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

Notes to consolidated financial statements for the year ended 31 March 2023

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (restriction on number of layers) Rules, 2017.

54. Previous period/year figures have been regrouped/ re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013.

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth S
Partner
Membership Number : 228407

Place : Bengaluru
Date: 20 May 2023

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Manish Malik
Chief Financial Officer

Date: 20 May 2023

Athar Shahab
Director
DIN: 01824891

Manoj Dere
Company Secretary
Membership Number : FCS7652

ZUARI AGRO CHEMICALS LIMITED

Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726