

Registered Office:
Plot No.44, ECO House
Nagarjuna Hills, Punjagutta
Hyderabad - 500082, INDIA
Phone : 040-23357200, 66544500
Fax : (91-40) 23354788
Website : www.nfcl.in
CIN : L24129TG2006PLC076238



September 08, 2025

To
BSE Limited
P J Towers, Dalal Street, Fort
Mumbai – 400001
Scrip Code: **539917**

To
The National Stock Exchange of India Ltd
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: **NAGAFERT**

Dear Madam/Sir,

Sub: Annual Report 2024-25 – Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 19th Annual General Meeting (19th AGM) and the Annual Report for the Financial Year 2024–25, for the year ended March 31, 2025, which are being circulated to the members of the Company.

The Notice of 19th AGM along with the Annual Report 2024–25, is made available on the Company's website at www.nfcl.in.

Request you to take the same on record and oblige.

Thanking you,

Yours faithfully,
For Nagarjuna Fertilizers and Chemicals Limited

Sreekanth Chanda
Company Secretary



NAGARJUNA FERTILIZERS
AND CHEMICALS LIMITED

ANNUAL REPORT

2024-25

Board of Directors

Uday Shankar Jha

Chairman

Chandrapal Singh Yadav

Nominee of KRIBHCO

Lalitha Raghuram

Independent Director

(2nd Term Completed on April 17, 2025)

Rajendra Mohan Gonela

Independent Director

Sudhakar Kudva

Independent Director

K Rahul Raju

Managing Director

Kapalli Srirama Raju

Chief Financial Officer

(w.e.f. January 04, 2025)

(Resigned on April 17, 2025)

Registered Office

Plot No. 44, ECO House,
Nagarjuna Hills, Punjagutta,
Hyderabad - 500 082. India

CIN: L24129TG2006PLC076238

Website

www.nfcl.in

Statutory Auditors

M/s. P Murali & Co

Chartered Accountants

Hyderabad

Sreekanth Chanda

Company Secretary & Compliance Officer

Notice of 19th Annual General Meeting

Notice is hereby given that the 19th Annual General Meeting (AGM) of the members of Nagarjuna Fertilizers and Chemicals Limited (the Company) will be held on September 30, 2025 at 10:00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the 19th Annual Report of the Company, the Financial Statements for the Financial Year ended March 31, 2025 and the Reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Chandrapal Singh Yadav (DIN: 00023382) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

To approve appointment of Mr. Uday Shankar Jha (DIN: 00056510) who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Uday Shankar Jha, who retires by rotation and being eligible offered himself for re-appointment, as a Non-Executive Director on the Board of the Company, liable to retire by rotation".

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions If any, the consent of members of the Company be and is hereby accorded to the continuation of Mr. Uday Shankar Jha (DIN : 00056510), as a Non-Executive Director of the Company, who has attained the age of 75 years, on June 16, 2025."

- 4) To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

To Approve the re-appointment and continuation of Mr. Rajendra Mohan Gonela (DIN: 02354356) as an Independent Director for a second consecutive term of five years.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr. Rajendra Mohan Gonela (DIN: 02354356), Independent Director of the Company, who meets the criteria of independence under Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years commencing from May 28, 2025 upto May 27, 2030."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions If any, the consent of members of the Company be and is hereby accorded to the continuation of Mr. Rajendra Mohan Gonela (DIN: 02354356), as an Independent Director of the Company, who shall attain the age of 75 years on July 09, 2026, during the term as an Independent Director of the Company."

Hyderabad
September 08, 2025

By Order of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

NOTES:

- 1) The Ministry of Corporate Affairs ("MCA") vide General circular number 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 respectively issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allow to hold AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue.
- 2) The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to convene the 19th AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
- 3) In compliance with the Circulars cited at point 1 above, notice of 19th Annual General Meeting (AGM) along with Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositor(s). Members may note that Notice of the 19th AGM along with the Annual Report 2024-25, is available on the Company's website at <http://www.nfcl.in/index.php/investors-desk/annual-reports>, 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 Notice of 19th AGM 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.
- 4) A member entitled to attend and vote at the 19th AGM is not entitled to appoint a proxy to attend and vote instead of himself / herself as the facility for appointment of proxies by the members will not be available.
- 5) Participation of members through VC will be reckoned for the purpose of quorum for the 19th AGM as per section 103 of the Companies Act, 2013 ("the Act").
- 6) As the 19th AGM is being held through VC, the route map, proxy form and attendance slip are not attached to this Notice.
- 7) Institutional Investors and Corporate Members are encouraged to attend and vote at the 19th AGM through VC. Institutional Investors and Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy of certified Board resolution / authorization letter to the Company at investors@nfcl.in.
- 8) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Businesses set out in the Notice is annexed hereto.
- 9) Brief profile of Mr. Chandrapal Singh Yadav and Mr. Uday Shankar Jha, proposed to be re-appointed as the Directors along with names of Companies in which they hold Directorships and Memberships/Chairmanships of Board and its Committees, shareholding and their relationship with other directors inter-se is annexed hereto.
- 10) Brief profile of Mr. Rajendra Mohan Gonela, Independent Director, who shall be re-appointed as the Independent director, along with names of Companies in which he holds Directorships and Memberships/Chairmanships of Board and its Committees, shareholding and their relationship with other directors inter-se is annexed hereto.
- 11) The Register of Members and the Share Transfer Books will remain closed from September 24, 2025 to September 30, 2025 (both days inclusive).
- 12) In terms of Section 124 of the Companies Act, 2013, (Section 205C of the Companies Act, 1956), the dividends which remained unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account pertaining to the F.Y. 2011-12, has been transferred by the company to the Investor Education and Protection Fund (IEPF), established by the Central Government and all corresponding shares has also been transferred to the demat account of IEPF Authority.
- 13) Members / claimants whose shares, unclaimed dividend, etc. which have been transferred to the demat account of the IEPF Authority, may apply for refund or claim the shares respectively by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fee prescribed by the IEPF Authority from time to time. Members/ claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Form IEPF- 5 is also available on the website of the Company at viz., www.nfcl.in, under the 'Investors' section.
- 14) SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA at Nagarjuna Fertilizers and Chemicals Limited, Investors Services Cell, Plot No. 44, Eco House, Nagarjuna Hills, Punjagutta, Hyderabad, 500082.
- 15) SEBI mandated listed companies to disallow from accepting request for transfer of securities which are held in physical form, with effect from April 01, 2019. SEBI vide circular No. SEBI/HO/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, it has been decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/ or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests are pending with the listed company/RTA, as on date) shall be issued only in demat mode. Shareholders are requested to convert physical shares to demat form compulsorily if they wish to effect any transfer.

- 16) Members are requested to promptly intimate / update PAN, KYC details i.e., name, postal address, e-mail address, telephone/mobile numbers, mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to Depository Participants if the shares are held in electronic form and to the Company's RTA if the shares are held in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023, as per instructions mentioned in the form. The said form are available on the Company's website under Investor's Desk → In-House RTA/STA
 - 17) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., 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 and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said forms are available on the Company's website under Investor's Desk → In-House RTA/STA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 - 18) Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the depository participant(s) and holdings should be verified. Members whose shareholding is in the electronic mode are requested to inform change of address, notifications and updates of Bank account details to their respective Depository Participants only.
 - 19) Members are requested to update the Bank account number allotted after implementation of Core Banking Solutions (CBS) to the Company/RTA in case of shares held in physical form and to Depository Participant (DP) in case of shares held in demat form
 - 20) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
 - 21) Members desiring any information relating to accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready at the Annual General Meeting.
 - 22) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
 - 23) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's Inhouse Share Transfer Agent (STA), to receive copies of the Annual Report 2024-25 in electronic mode at investors@nfcl.in
 - 24) The Company has paid the listing fees to BSE Limited and National Stock Exchange of India Limited, Mumbai, where the securities of the Company are listed.
 - 25) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be made available electronically for inspection by the members during the AGM. Members intending to inspect the said registers are requested to write to investors@nfcl.in
 - 26) Members are requested to address all correspondences, including dividend matters, to Nagarjuna Fertilizers and Chemicals Limited, Investors Services Cell, Plot No. 44, Eco House, Nagarjuna Hills, Punjagutta, Hyderabad, 500082.
 - 27) The Company has designated an exclusive e-mail ID titled investors@nfcl.in for the redressal of shareholders complaints / grievances. In case of any unresolved queries / complaints / grievances, please write to us at secretarial@nfcl.in
 - 28) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings, the Company is providing remote e-voting facility to all the shareholders of the Company and e-voting during the 19th AGM in respect of all the businesses set forth in the Notice.
- The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting services through their e-voting platform. Your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting facility and e-voting during the 19th AGM.
- A Member shall opt only one mode of voting i.e., either remote e-voting or e-voting during 19th AGM. Members who have cast their vote by remote e-voting may attend the meeting but shall not be allowed to vote again at the 19th AGM. Voting, if exercised, shall be invalid and the vote cast through remote e-voting shall be considered.
- Remote e-voting facility will be available on the website www.evotingindia.com from Saturday, September 27, 2025 at 09.00 A.M. and ends on Monday, September 29, 2025 at 5.00 P.M, after which the facility will be disabled by CDSL and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website www.evotingindia.com.

The voting right of shareholders shall be in proportion to the amount paid up on the total number of shares held by the respective shareholder with the total share capital issued by the company as on the cut-off date i.e. September 23, 2025.

Cut-off date is for determining the eligibility to vote by electronic means or at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. A member as on the cut-off date shall only be entitled for availing the remote e-voting facility or vote, as the case may be, at the 19th AGM. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting

Details of Scrutinizers: Mr. C S S Krishna, Partner, M/s. K B G Associates, Company Secretaries at 1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Red Cross Blood Bank Road, Spencer's Vidyanagar Road, Atchuta Reddy Marg, Vidyanagar, Hyderabad - 500 044 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 27, 2025 at 9.00 A.M. and ends on September 29, 2025 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2025, 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 09.12.2020, 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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and My Easi New (token) Tab. 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 is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on Login and My Easi New (token) Tab and then click on registration option. 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. 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. |

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>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.</p> <p>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</p> <p>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed 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</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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</p> |

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

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 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 above mentioned 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 contact at toll free no. 1800 21 09911 |
| 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.: 022-48867000 and 022-24997000 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first time user follow the steps given below:

| Login Type | For Physical Shareholders and 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. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Nagarjuna Fertilizers and Chemicals Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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 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 and to the Company at the email address investors@nfcL.in, 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:

- The procedure for attending meeting & e-Voting on the day of the 19th AGM is same as the instructions mentioned above for e-voting.
- The Members can join the 19th 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 19th AGM through VC/OAVM will be made available to atleast 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 19th AGM without restriction on account of first come first served basis.
- 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 e-voting.
- 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 19th AGM.

5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. 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.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@nfcl.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@nfcl.in. These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the 19th 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 19th AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the 19th 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 contact at toll free no. 1800 21 09911

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 toll free no. 1800 2109911.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3, 4 and 5 of the accompanying notice.

Item No.3

Mr. Uday Shankar Jha (DIN: 00056510), Non-Executive Director on the Board of the Company, shall retire by rotation at the 19th Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013.

Mr. Uday Shankar Jha, being eligible offered himself for re-appointment as a Non-Executive Director on the Board of the Company, liable to retire by rotation, who has attained the age of 75 years on June 16, 2025.

The Board of Directors of the Company on September 08, 2025,, have considered and recommended the appointment of Mr. Uday Shankar Jha, as a Non-Executive Director of the Company, liable to retire by rotation

The Company has received from Mr. Uday Shankar Jha, the following:

- a) Consent in writing to act as Director in Form DIR- 2
- b) Declaration in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Companies Act, 2013.

- c) Affirmation that he is not debarred from holding the office of Director by virtue of any SEBI order or any such other authority.

Brief Profile of Mr. Uday Shankar Jha:-

Mr. Uday Shankar Jha has M.Sc. in physics. He has attended various short term and long term courses on logistics, marketing and management in various Institutions within India and abroad. He has presented papers in National and International seminars, chaired several technical sessions in various seminars both within and outside India.

Mr. Uday Shankar Jha has a vast Board experience in Rashtriya Chemicals and Fertilizers Limited(RCF) as Chairman, Rajasthan RCF (RRCF) as Chairman among others

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for

appointing such a person.

Accordingly, The Board of Directors considering the vast experience and expertise and so as to utilize his services for the Company, have proposed the appoint of Mr. Uday Shankar Jha as a Non-Executive Director of the Company and continue the appointment as the Non-Executive Director, after attaining the age of 75 years in compliance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details in relation to names of companies in which he holds directorships and Memberships/ Chairmanships of Board, its Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Uday Shankar Jha.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

Item No.4

Mr. Rajendra Mohan Gonela (DIN: 02354356), was appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from May 28, 2020 up to May 27, 2025, by the Members at their 14th Annual General Meeting held on December 30, 2020. Mr. Rajendra Mohan Gonela completed first term of five years on May 27, 2025.

Basis the experience and expertise and so as to utilize his services for the Company, it was proposed to re-appoint Mr. Rajendra Mohan Gonela (DIN: 02354356), as an Independent Director of the Company, for a second term of consecutive 5 years effective from May 28, 2025, after attaining the age of 75 years, in compliance with Regulation 17(1A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Mr. Rajendra Mohan Gonela, will attain the age of 75 years on December 06, 2025, during the term of Independent Directorship of the Company.

The Company has received from Mr. Rajendra Mohan Gonela, the following

- a) Consent in writing to act as Director in Form DIR- 2
- b) Declaration in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Companies Act, 2013.
- c) Declaration as per Section 149(6) of the Companies Act, 2013, that he meets the criteria of independence.
- d) Affirmation that the he is not debarred from holding the office of Director by virtue of any SEBI order or any such other authority.

Brief Profile of Mr. Rajendra Mohan Gonela:-

Mr. Rajendra Mohan Gonela, is a Bachelor of law with post graduation in Constitutional and administrative Laws. He is also honored with Doctorate in Intellectual Property Rights in the year 2011. Mr. Gonela started his career as a probationary officer working with Public sector undertaking with Indian Over-

seas Bank. Later he served as a Principal Secretary-(Indian Administrative Service) for Government of India (Andhra Pradesh cadre) for the period June 1977 till March 2013.

Later, he served as a CEO of Anand Group of Companies which has diversified businesses of Mining, salt refinery, spinning and wealth management for the period September 2014 till November 2018 and thereafter he served as a honorary advisor to Anand Granite Exports Private limited.

In the opinion of the Board, Mr. Rajendra Mohan Gonela, fulfills the conditions / criteria of Independent Directorship as specified in the Act, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rajendra Mohan Gonela is independent of the management.

The Board of Directors of the Company at their meeting held on May 30, 2025, basis the recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders of the Company had considered and approved re-appointment of Mr. Rajendra Mohan Gonela, as an Independent Director for a second term of consecutive 5 years effective from May 28, 2025 up to May 27, 2030, not liable to retire by rotation, pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Regulation 17(1A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details in relations to names of companies in which he holds directorships and Memberships/ Chairmanships of Board, its Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

Copy of the letter of appointment of Mr. Rajendra Mohan Gonela as an Independent Director setting out terms and conditions are available electronically for inspection by the members during the AGM. Members intending to inspection the documents are requested to write to investors@nfcl.in

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Rajendra Mohan Gonela.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

Inspection of Documents

The documents pertaining to Special Businesses will be made available electronically for inspection by the Members during the AGM. Members intending to inspect are requested to write to investors@nfcl.in

Hyderabad
September 08, 2025,

By Order of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

ANNEXURE TO ITEM NO. 2 & 3 OF THE NOTICE

**Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting
(in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

| Name of the director | Mr. Chandrapal Singh Yadav | Mr. Uday Shankar Jha |
|---|--|--|
| Designation | Nominee Director | Chairman (Non-Executive) |
| Director Identification Number | | |
| (DIN) | 00023382 | 00056510 |
| Date of Birth | March 19, 1959 | June 16, 1950 |
| Age | 66 Years | 75 Years |
| Nationality | Indian | Indian |
| Date of Appointment | August 18, 2011 | August 06, 2016 |
| Qualification | MSC, B. Ed, LLB | M. Sc., Physics |
| Expertise in specific functional areas | He is a Doctorate and a Law Graduate. Mr. Chandrapal Singh, Member of Rajya Sabha is a grass-root Corporator. He has been Member of Legislative Assembly, UP | Mr. Uday Shankar Jha has M.Sc. in physics. He has attended various short term and long term courses on logistics, marketing and management in various Institutions within India and abroad. He has presented papers in National and International seminars, chaired several technical sessions in various seminars both within and outside India. Mr. Uday Shankar Jha has a vast Board experience in Rashtriya Chemicals and Fertilizers Ltd (RCF) as Chairman, Rajasthan RCF (RRCF) as Chairman among others. |
| Shareholding in the Company including Shareholding as a Beneficial Owner | Nil | Nil |
| List of Directorships held in other Companies | <ul style="list-style-type: none"> • Krishak Bharati Cooperative Limited • KRIBHCO Agri Business Limited. • KRIBHCO Green Energy Private Limited. • KRIBHCO Fertilizers Limited • KRISHCO Gramin Vikas Sans-tha • DP World Multimodal Logistics Hyderabad Private Limited. • DP World Rail Logistics Private Limited. | Jaiprakash Engineering and Steel Company Limited |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including this Company | - | Nagarjuna Fertilizers and Chemicals Limited <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee • Management Committee • Shares and Debentures Committee • Corporate Social Responsibility Committee Jaiprakash Engineering and Steel Company Limited <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Mr. Chandrapal Singh Yadav, is not concerned / interested / related to any of the Directors / KMP's and / or their relatives in any way. | Mr. Uday Shankar Jha, is not concerned / interested / related to any of the Directors / KMP's and / or their relatives in any way. |

ANNEXURE TO ITEM NO. 4 OF THE NOTICE**Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting****(in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

| Name of the director | Mr. Rajendra Mohan Gonela |
|---|--|
| Designation | Independent Director |
| Director Identification Number (DIN) | 02354356 |
| Date of Birth | July 09, 1951 |
| Age | 64 Years |
| Nationality | Indian |
| Date of Appointment | May 28, 2020 |
| Qualification | Bachelor of Law. |
| Expertise in specific functional areas | <p>Mr. Rajendra Mohan Gonela, is a Bachelor of law with post graduation in Constitutional and administrative Laws. He is also honored with Doctorate in Intellectual Property Rights in the year 2011. Mr. Gonela started his career as a probationary officer working with Public sector undertaking with Indian Overseas Bank. Later he served as a Principal Secretary-(Indian Administrative Service) for Government of India (Andhra Pradesh cadre) for the period June 1977 till March 2013.</p> <p>Later, he served as a CEO of Anand Group of Companies which has diversified businesses of Mining, salt refinery, spinning and wealth management for the period September 2014 till November 2018 and thereafter designated as a honorary advisor to Anand Granite Exports Private limited.</p> |
| Shareholding in the Company including Shareholding as a Beneficial Owner | NIL |
| List of Directorships held in other Companies | - |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including this Company | <p>Nagarjuna Fertilizers and Chemicals Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Risk Management Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee • Management Committee |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Mr. Rajendra Mohan Gonela, is not concerned / interested / related to any of the Directors / KMP's and / or their relatives in any way. |

DIRECTOR'S REPORT

Dear Members,

Your directors present the 19th Annual Report on the business and operations of NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED ("NFCL") together with the Audited Financial Statements of your Company for the year ended March 31, 2025, and other accompanying reports, notes and certificates

A.Business and Financial Highlights

The Standalone and Consolidated Financial Results of the Company for the year ended March 31, 2025, prepared as per Ind AS reporting are as under:

Standalone Financial Results

Rs. in Crore

| Particulars | 2024 – 2025 Current year | 2023 – 2024 Previous year |
|--|-----------------------------|------------------------------|
| Net sales/income from operations | 703.20 | 4,765.39 |
| Other income | 1549.32 | 21.93 |
| Reversal of Impairment Provision | 1065.61 | |
| Total expenditure | | |
| a. Changes in inventories of finished goods, stock-in-trade and work in progress | 34.02 | 10.83 |
| b. Cost of materials consumed | 337.23 | 2,440.98 |
| c. Employee Benefits expense | 29.19 | 97.50 |
| d. Purchase of Stock-in-Trade | 0.13 | 1.30 |
| e. Power and Fuel | 265.90 | 2,105.86 |
| f. Impairment losses | - | 634.07 |
| g. Other expenses | 147.29 | 265.59 |
| Total | 813.76 | 5,556.24 |
| Finance cost | 61.33 | 479.13 |
| Depreciation and amortization | 8.28 | 49.69 |
| Profit/ (Loss) before exceptional items and tax | 2,434.76 | (1,297.73) |
| Exceptional Items | - | - |
| Profit/ (Loss) before tax | 2,434.76 | (1,297.73) |
| Provision for tax | 1.49 | - |
| Deferred tax | 8.40 | (13.74) |
| Profit / (loss) after tax before minority interest | 2,424.87 | (1,283.99) |
| Share of Loss transferred to Minority Interest | - | - |
| Share of Loss from Associate Company | - | - |
| Profit / (Loss) for the year | 2,424.87 | (1,283.99) |
| Other Comprehensive income (net of tax) | (0.40) | 1.66 |
| Total Comprehensive income | 2,424.47 | (1,282.33) |
| Dividend-equity shares | - | - |
| Tax on proposed dividend | - | - |
| Balance c/d to Balance Sheet | 2,424.47 | (1,282.33) |
| Paid-up equity share capital | 59.81 | 59.81 |
| (Face value of Re.1/- per share) | | |
| Reserves excluding revaluation reserve | (986.10) | (3411.96) |
| Earnings per share (annualized) – in Rs. | | |
| Basic and diluted | 40.57 | (21.47) |

Consolidated Financial Results

Rs. in Crore

| Particulars | 2024 – 2025 Current year | 2023 – 2024 Previous year |
|--|-----------------------------|------------------------------|
| Net sales/income from operations | 703.20 | 4,765.39 |
| Other income | 1549.32 | 21.93 |
| Reversal of Impairment Provision | 1065.61 | |
| Total expenditure | | |
| a. Changes in inventories of finished goods, stock-in-trade and work in progress | 34.02 | 10.83 |
| b. Cost of materials consumed | 337.23 | 2,440.98 |
| c. Employee Benefits expense | 29.19 | 97.50 |
| d. Purchase of Stock-in-Trade | 0.13 | 1.30 |
| e. Power and Fuel | 265.90 | 2,105.86 |
| f. Impairment losses | - | 634.07 |
| g. Other expenses | 147.29 | 265.59 |
| Total | 813.76 | 5,556.24 |
| Finance cost | 61.33 | 479.13 |
| Depreciation and amortization | 8.28 | 49.69 |
| Profit/ (Loss) before exceptional items and tax | 2,434.76 | (1,297.73) |
| Exceptional Items | - | - |
| Profit/ (Loss) before tax | 2,434.76 | (1,297.73) |
| Provision for tax | 1.49 | - |
| Deferred tax | 8.40 | (13.74) |
| Profit / (loss) after tax before minority interest | 2,424.87 | (1,283.99) |
| Share of Loss transferred to Minority Interest | - | - |
| Share of Loss from Associate Company | - | - |
| Profit / (Loss) for the year | 2,424.87 | (1,283.99) |
| Other Comprehensive income (net of tax) | (0.40) | 1.66 |
| Total Comprehensive income | 2,424.47 | (1,282.33) |
| Dividend-equity shares | - | - |
| Tax on proposed dividend | - | - |
| Balance c/d to Balance Sheet | 2,424.47 | (1,282.33) |
| Paid-up equity share capital | 59.81 | 59.81 |
| (Face value of Re.1/- per share) | | |
| Reserves excluding revaluation reserve | (986.10) | (3411.96) |
| Earnings per share (annualized) – in Rs. | | |
| Basic and diluted | 40.57 | (21.47) |

Financial Summary

The Profit after tax for the year was Rs. 2,424.87 crores against the loss after tax Rs. 1,283.89 crores for the previous year. The profit before exceptional items for the period is 2434.76 is mainly due to sale of assets of the company by ACRE under SARFAESI Act.

Share Capital

The Paid-up Equity Capital of the Company as on March 31, 2025, is Rs.59,80,65,003/- consisting of 59,80,65,003 Equity Shares of Re.1/- each.

Transfer to Reserves

There has been no transfer to General Reserves during the Financial Year 2024-2025.

Dividend

The Board of Directors of your company, after considering the operational performance and keeping in view the company's dividend distribution policy, has decided not to recommend any Dividend for the year under review.

COMPANY'S AFFAIRS

Plant Operations

Urea

Your Company during the financial year 2024-25 manufactured 2.173 LMT of urea as against 13.102 LMT in the previous year. The production for the year 2024-25 is less compared to the usual level, owing to the sale of assets by ACRE to A M Green Ammonia India private limited on 31.05.2024.

Micro-Irrigation

We did not take up any active production during 2024-25, the plant ran only for 2 months (active on need basis) to service some left over orders of 2023-24.

Marketing

Urea

Your Company achieved a sale of manufactured urea of 2.25 LMT compared to 13.08 LMT in the previous year.

The total urea sales for both manufactured and imported urea was 2.25 LMT compared to 13.08 LMT of previous year.

Other Traded Products

Traded Bulk Products

Your Company could not sell any of the Traded Bulk Products during the year. In the previous year also, there was no sale of Traded Bulk Products.

Specialty Fertilizers

Your Company could not sell any of the Water Soluble Fertilizers during the year in comparison with sales of 41 MT during the previous year.

Micro-nutrients

Your Company could not sell any of the Micro-nutrients during the year. In the previous year also, there was no sale of Micro-nutrients.

Supplements and OSR

Your Company could not sell any of the Supplements & OSR during the year. In the previous year also, there was no sale of Supplements & OSR.

Customized Fertilizers

Your Company could not sell any of the Customized Fertilizers during the year. In the previous year also, there was no sale of Customized Fertilizers.

Environment and Safety

Environment

Your Company continues its mission of protecting the environment and has inculcated the concept right down the organization. The statutory compliance on environmental matters is being complied from time to time.

Health & Safety

By following the best practices and with adoption of international standards and procedures, Plant Operations continued. Your Company as on May 31, 2024, completed 1,07,75,204 accident free man-hours by employees and contractors of the Company.

Further to strengthen the procedures and practices, MAH inspection at Ammonia Storage Tanks and Cooling Towers Area, Safe Work Practices Audit, PPE Audit etc., were conducted. Refresher Training has been given to Rescue Squad and basic Fire Fighting techniques to Associates.

Change in the nature of business and material changes and commitments

There were no Property, Plant & Equipment (PPE) available for operations in view of recovery from sale of Assets by the Lenders. Ammonia/Urea plants operated up to 4th June 2024, i.e., one plant till 31st May 2024 and the other plant till 04th June 2024, Micro Irrigation Plants operated till 31st May 2024 representing the discontinuation of business operations and effected the going concern of the Company since June, 2024 quarter. Post the recovery by Assets Care Reconstruction Enterprise (ACRE), Secured Creditor, there are no physical assets (which includes all Property, Plant, and Equipment (PPE)) remaining with the company.

Settlement of debt from sale of assets by Secured Creditor:

Assets Care Reconstruction Enterprise (ACRE), Secured Creditor, had recovered from sale of core assets (Urea and MI facilities), non-core assets (all assets other than Urea and MI assets) amounting to Rs.1685 Crores and Rs. 200 crores respectively totalling to Rs. 1885 crores and cutback due till June 30, 2024, towards full and final settlement of debt outstanding of Rs. 3858 Crores claimed by ACRE as of 10th December 2023.

Consequently, ACRE has issued a No Due Certificate dated 11th July 2024, confirming that NFCL stands unconditional and irrevocably released and discharged of any liabilities, dues, demands or claims in respect of the outstanding debt, other amounts due and payable to ACRE, including release of all security created in favour of ACRE, personal guarantees and pledge of shares of NFCL held by promoter (Amlika Mercantile Private Limited). NFCL, as on 11th July, 2024, does not have any term loans and working capital debt outstanding with the Banks.

Subsidiaries, Joint Ventures or Associate Companies

During the year under review the company has only one subsidiary viz., Jaiprakash Engineering and Steel Company Limited (JESCO) (a company incorporated under Companies Act, 1956 bearing CIN U00337KA1993PLC014694 having its Registered Office at 510, 3RD A Cross, 2nd Main, 3rd Block Rajmahal Vilas-II, Dollars Colony, Bangalore-560094, Karnataka.

Jaiprakash Engineering and Steel Company Limited (JESCO), erstwhile subsidiary of the Company, went into Voluntary Liquidation under IBC with effect from April 25, 2022.

Subsequently, the liquidator, basis the considered opinion that JESCO will not be able to pay its debts in full from the proceeds of assets to be sold in the liquidation and as per Regulation 40(2) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation) Regulations 2016, filed, before the Hon'ble NCLT, Bengaluru, withdrawal memo for the withdrawal of the company petition CP (IB) 164/59/BB./2023, to suspend the process of liquidation. The Hon'ble NCLT, Bengaluru, was please to pass an Order dated April 16, 2024, through which, the company has exited the liquidation process effective from April 16, 2024.

Consequent to assignment of debt by the Consortium Lenders to Assets Care and Reconstruction Enterprise Limited (ACRE), Secured Creditor, the shares of JESCO held by the Company were sold as part of Non-core Assets on 12th June 2024, thereby JESCO ceases to be a subsidiary of the Company effective from June 12, 2024.

The company has an Associate Company viz., K V K Raju International Leadership Limited (a company incorporated under Companies Act, 1956 bearing CIN U51100TG1995PLC022410 and having its registered office at Nagarjuna Hills, Punjagutta Hyderabad – 500082, Telangana).

There are no changes in the status of subsidiaries or associates' companies during the year under review. Further, there are no material fact that requires mention on the performance and financial position of the Associate Companies.

Accounts of Associate Company:

Consolidated financial statements incorporating the accounts of the associate company K V K Raju International Leadership Limited is enclosed along with the financial statements of the Company.

Statement containing salient features of the financial statement of Associate Company appears as Annexure I to this Report.

Except mentioned above regarding JESCO there are no material fact that requires mention on the performance and financial position of the Associate Company.

The Financial Statements of the Associate Company are available for inspection by the Members at the Registered Office of the Company pursuant to the provisions of Section 136 of the Companies Act 2013. The Company shall provide free of cost, a copy of the financial statements of its associate company to the Members upon request. The statements of the associate company are also available on the website of the Company at <http://www.nfcl.in/index.php/investors-desk/subsidiaries-and-associates>.

A.DIRECTORS, BOARD COMMITTEES, KEY MANAGERIAL PERSONNEL AND REMUNERATION

Directors

Completion of 2nd term of office of Mrs. Lalitha Raghuram, Independent Director:

Mrs. Lalitha Raghuram, had step down as an Independent Director on the Board upon the completion of consecutive 2nd term of five years effective from April 18, 2025.

Completion of 1st term of office of Mr. Rajendra Mohan Gonela, Independent Director:

Mr. Rajendra Mohan Gonela, Independent Director, had completed his 1st term of five years as Independent Director on May 27, 2025.

Re-appointment of Mr. Rajendra Mohan Gonela as an Independent Director.

In accordance with Section 149, 152 and Schedule IV read with relevant Rules of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajendra Mohan Gonela, has been re-appointed as an Independent Director for a 2nd term of five (5) years with effect from May 28, 2025, not liable to retire by rotation, by the Board of Directors of the Company subject to the approval of the members of the Company.

Mr. Rajendra Mohan Gonela, will attain the age of 75 years on December 06, 2025, during the term of Independent Directorship of the Company.

In terms of Regulation 17(1A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment / continuation of the appointment of Mr. Rajendra Mohan Gonela, after the attainment of 75 years is subject to the approval of the Members by way of Special Resolution

Accordingly, the Board of Directors considering the experience and expertise and so as to utilize his services for the Company, have proposed to continue Mr. Rajendra Mohan Gonela (DIN: 02354356), as an Independent Director of the Company, after attaining the age of 75 years till the completion of the term of Independent Directorship till May 27, 2030, in compliance with Regulation 17(1A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed appointment is being placed before the members at the 19th AGM for their approval.

During the year under review there is no change in the Composition of Board of Directors except mentioned above

Key Managerial Personnel

Resignation of Chief Financial Officer

Mr. A. Sudhakara Rao Annam, has resigned from the office of Chief Financial Officer of the Company with effect from January 04, 2025.

Appointment of Chief Financial Officer

The Board of Directors at their meeting held on January 04, 2025, had appointed Mr. Srirama Raju Kapalli, as the Chief Financial Officer of the Company with effect from January 04, 2025.

Resignation of Company Secretary

Mr. Vijaya Bhasker M, has resigned from the office of Company Secretary and Compliance Officer of the Company with effect from February 03, 2025.

Appointment of Company Secretary

Mr. Sreekanth Chanda, has been appointed as the Company Secretary and Compliance Officer of the Company with effect from February 03, 2025.

Resignation of Chief Financial Officer

Mr. Srirama Raju Kapalli, has resigned from the office of the “Chief Financial Officer” of the Company with effect from April 17, 2025

Executive Director

Mr. K. Rahul Raju, is the Managing Director of the Company for a period of 3 years effective from August 01, 2023.

Key Managerial Personnel

The following are the Key Managerial Personnel of the Company as defined under Sections 2(51), 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2025:

- a) Mr. K. Rahul Raju, Managing Director
- b) Mr. Sreekanth Chanda, Company Secretary

Retiring by Rotation

In terms of the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the company, Mr. Uday Shankar Jha and Mr. Chandrapal Singh Yadav, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

Mr. Uday Shankar Jha, has attained the age of 75 years on June 16, 2025.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment / continuation of the appointment of Mr. Uday Shankar Jha, after the attainment of 75 years is subject to the approval of the Members by way of Special Resolution.

The Board of Directors considering the vast experience and expertise and so as to utilize the services for the Company, have proposed the appointment of Mr. Uday Shankar Jha and Mr. Chandrapal Singh Yadav as the Non-Executive Directors of the Company and continue the appointment of Mr. Uday Shankar Jha as a Non-Executive Director, after attaining the age of 75 years, in compliance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend the reappointment of Mr. Uday Shankar Jha and his continuation after attaining the age of 75 years and Mr. Chandrapal Singh Yadav, as directors liable to retire by rotation, for the consideration of the Members of the Company.

Declaration by Independent Directors

The Independent Directors have submitted their declaration to the Board that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 25 of Listing Regulations so as to qualify as an Independent Director of the Company.

Meetings of the Board

The Board of Directors of the Company had met eight times during the year on May 20, 2024, August 31, 2024, September 07, 2024 (Adjourned meeting), September 16, 2024, November 12, 2024, January 04, 2025, February 03, 2025 and February 14, 2025.

Remuneration and other particulars of the Directors/ Key Managerial Personnel/ Employees

The information relating to remuneration and other particulars

of the Directors / Key Managerial Personnel / Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 appears as **Annexure – II(a)** to this report.

Personnel

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules appears as **Annexure – II (b)** to this report.

Familiarization Program and Performance Evaluation

Details of the Familiarization Program and Performance Evaluation are incorporated in the Corporate Governance Report.

COMMITTEES

Audit Committee

The Audit Committee of the Board of Directors is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference are in compliance with the applicable provisions of the Law.

The Chairman of the Committee is Mr. Rajendra Mohan Gonela, an Independent Director as on March 31, 2025, and the Committee consists of three Independent Directors, and one Non-Executive Director. The Board has accepted all the recommendations made by the Audit Committee.

The Committee meets periodically to review the internal audit report, quarterly financial results and annual audited financial statements among others and recommends its findings to the Board apart from taking action independently whenever required. The Statutory Auditors, Company Secretary, Internal Auditor and Cost Auditors attend and participate in the Audit Committee Meetings.

The Audit Committee comprises of

| Name | Directorship | Category |
|---------------------------|------------------------|----------|
| Mr. Rajendra Mohan Gonela | Independent Director | Chairman |
| Mrs. Lalitha Raghuram | Independent Director | Member |
| Mr. Sudhakar Kudva | Independent Director | Member |
| Mr. Uday Shankar Jha | Non-executive Director | Member |

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted with effect from April 22, 2014, in compliance with the provisions of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has adopted a Nomination and Remuneration Policy with effect from October 1, 2014, for determining, inter-alia, qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

The Nomination and Remuneration Committee comprises of:

| Name | Directorship | Category |
|---------------------------|------------------------|-------------|
| Mrs. Lalitha Raghuram | Independent Director | Chairperson |
| Mr. Rajendra Mohan Gonela | Independent Director | Member |
| Mr. Uday Shankar Jha | Non-executive Director | Member |

Stakeholders Relationship Committee

The Stakeholders Relationship Committee was constituted with effect from April 22, 2014, in compliance with the provisions of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews and ensures Redressal of investors' grievances.

The Stakeholders Relationship Committee comprises of:

| Name | Directorship | Category |
|---------------------------|------------------------|-------------|
| Mrs. Lalitha Raghuram | Independent Director | Chairperson |
| Mr. Rajendra Mohan Gonela | Independent Director | Member |
| Mr. Uday Shankar Jha | Non-executive Director | Member |

Corporate Social Responsibility (CSR) Committee

The CSR Committee comprises of three members, of which one is an Independent Director. The Chairman of the Committee is an Independent Director.

The Corporate Social Responsibility Committee comprises of:

| Name | Directorship | Category |
|-----------------------|------------------------|-------------|
| Mrs. Lalitha Raghuram | Independent Director | Chairperson |
| Mr. K Rahul Raju | Executive Director | Member |
| Mr. Uday Shankar Jha | Non-executive Director | Member |

Risk Management Committee

The Risk Management Committee was constituted in compliance with the provisions of Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The committee comprises of three members, including one Independent Director. The Chairman of the Committee is an Executive Director.

| Name | Directorship | Category |
|-----------------------|------------------------|----------|
| Mr. K Rahul Raju | Executive Director | Chairman |
| Mrs. Lalitha Raghuram | Independent Director | Member |
| Mr. Uday Shankar Jha | Non-executive Director | Member |

B. DISCLOSURES

Company Policy Matters

Your Company's endeavor has always been to maintain transparency and accountability to its stakeholders. In this direction, various policies mentioned in the Corporate Governance Report have been implemented to enable the stakeholders to appreciate the various interventions the Company has taken.

The implementation of these policies are reviewed periodically by the Board of Directors and updated regularly.

The Company has set up a Grievance Redressal Mechanism for all its associates. The Grievance Redressal Mechanism is aimed to redress the grievances of associates expeditiously to ensure good working atmosphere and culture in the organization.

The Company has in place Policy on Bio-diversity, Gift Policy, Health Safety and Environment Policy and Human Rights Policy.

Risk Management Policy

The Company had constituted Risk Management Committee which frames, implements and monitors Risk Management Plan of the Company and lays down procedures to inform the Board of the risk assessment and risk minimization procedures in the Company much before it was introduced as statutory compliance.

The Risk Management Committee is in compliance with the provisions of Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has an Enterprise Risk Management System set up as required by the Listing Regulations.

As per the Enterprise Risk Management System, the risks of the Company are being regularly identified/assessed and documented by way of individual profiles and risk registers. The Company is also maintaining web-based risk management application by each department/division at Plant as well as Corporate Office to manage and control the risk in structured manner.

The Risk Management Organization Structure consists of Risk Management Steering Committee (RMSC) at apex level, and at divisional level, Corporate Risk Management Committee (CRMC) and Plant Risk Management Committee (PRMC) were formed to facilitate monitoring and governance of the ERM process on an ongoing basis.

Periodical meetings of the CRMC and PRMC are being held wherein the critical, cautionary and acceptable risks are presented by the departments through web-based RMS application. During such presentations, various cross-functional deliberations take place on the contributing factors and the control measures to mitigate the risks. The outcome of CRMC and PRMC deliberations and the analysis of risks are presented to RMSC on a quarterly basis.

Policy on Board Evaluation

The Policy on Board Evaluation was adopted with effect from October 01, 2014, by the Board of Directors in compliance of Companies Act, 2013 and Listing Regulations.

The purpose of the policy is to assess the effectiveness of the Board as a whole, Committees of Board and Individual Directors on regular basis and to take necessary steps for improving the effectiveness of the Board.

The Nomination and Remuneration Committee has devised the methodology, identified sample tools for evaluation and also laid down the parameters for evaluation of Board of Directors, its Committees, Chairman, Managing Director and Individual Directors for the year ended March 31, 2025.

The Nomination and Remuneration Committee at their meeting held on May 30, 2025, had approved the criteria for evaluation of the Board and its Committees and Individual Directors for the Financial Year 2024-25.

The Board of Directors, based on the responses received from all the Directors, evaluated the performance of the Board of Directors, its Committees, Chairman, Managing Director and the individual Directors at their Meeting held on September 08, 2025.

Further, Independent Directors at their meeting held on September 08, 2025, have reviewed the performance of Non-Independent Directors, Chairman and the Board as a whole.

In view of the evaluation not linked to payment of remuneration, as the Company has opted only for payment of sitting fees, the evaluation has no financial implications on the Company.

Whistle Blower Policy/Vigil Mechanism

The Company formulated the Whistle Blower Policy/Vigil Mechanism in compliance with Regulation 22 of Listing Regulations and Section 177(9) of the Companies Act, 2013.

The Policy aims to prohibit managerial personnel from taking adverse personnel action against employees disclosing in good faith, alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement, and misappropriation of public funds among others.

Employees / associates aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee. The Audit Committee periodically reviews the existence and functioning of the mechanism. No personnel of the Company have been denied access to the Audit Committee. The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's website. The Web link for the same is http://www.nfcl.in/images/pdfs/Whistle_Blower_Policy.pdf

Corporate Social Responsibility (CSR)

The Company has in place a CSR Policy in line with Schedule VII of the Companies Act, 2013. The Company has always desired to play a proactive role in societal development with an intention to bring positive change in the lives of many. The CSR Policy may be accessed on the Company's website at the link: http://www.nfcl.in/images/pdfs/Policy_on_Corporate_Social_Responsibility.pdf

An initiative started in 2009 with the spirit of making a difference, had deepened its roots and bigger impact and changing many more lives. The dedicated support, strength, initiative and encouragement from the associates to be part of this initiative gave impetus to the movement.

The Company supports CSR activities through Nagarjuna Foundation and Nagarjuna Education Trust which runs a school under the name of Akshara School and supports Agricultural research and formal training through Nagarjuna Agricultural Research and Development Institute.

During the year under review, the Company was not required to spend on CSR as the company had been incurring losses for the past few years. The Annual Report on CSR Activities carried out by the Company appears as **Annexure- III** to this Report.

The salient features of the policy on CSR appears as **Annexure – III(a)**

Corporate Governance

Your Company driven by a desire to be more competitive and recognized globally, had inculcated more than a decade ago rules defining ethical business, much before it was introduced as statutory compliance.

Your Company firmly believes that building a culture of compliance is more than meeting regulations and standards. Your Company has always proactively met mandated standards and practiced Corporate Governance in spirit and not just as letter of the law.

The goal of the Company in the area of Corporate Governance is to ensure fairness for every stakeholder; the company believes best practice Corporate Governance is critical to enhance and retain investor trust and to perform with integrity.

The Annual Report contains a separate section on the Company's corporate governance practices, together with a certificate from M/s. KBG Associates, Practicing Company Secretaries on compliance with conditions of Corporate Governance as stipulated under Listing Regulations.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on the Management Discussion and Analysis in terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a separate section in the Annual Report.

Related Party Transaction

All related party transactions done by the Company during the financial year were at arm's length and in ordinary course of business. During the financial year, your Company has not entered into any material transaction as per the Listing Regulations with any of its related parties which may have potential conflict with the interest of the Company at large.

Disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements (refer Note 33). All related party transactions are placed before the Audit Committee and the Board for review and approval, as appropriate. To identify and monitor significant related party transactions, the Company has also framed a Policy on the Related Party Transactions and the same is available on the Company's website. Web link for the same is http://www.nfcl.in/images/pdfs/Policy_on_Related_Party_Transactions.pdf

All the related party transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis.

Particulars of Contracts or Arrangements with Related parties appears as **Annexure-IV** to this report.

Particulars of loans, guarantees or investments

There are no loans, guarantees and investments under Section 186 of the Act as at the end of the Financial Year 2024-25.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Disclosure in terms of Section 134(3)(m) read with Rule 8(3) of The Companies (Accounts) Rules, 2014, in respect of conservation of energy, technology absorption, earnings and outgo of foreign exchange is attached as Annexure-V to this Report.

Annual Return

The Annual Return of the Company for the year ended March 31, 2025, is placed on the website of the Company. The web link for the same is <http://www.nfcl.in/index.php/investors-desk/annual-returns>

Compliance with Secretarial Standards

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India SS-1 – Meetings of Board of Directors and SS-2 – General Meetings.

Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

There were no significant awards that have been passed by any Court or Judicial Authority against the company during the Financial Year 2024-25.

Adequacy of Internal Financial Controls with reference to Financial Statements

The Company maintains all its records in SAP system and the workflow and approvals are routed through SAP.

The Company's Internal Auditors scrutinize on periodical basis and ensure that the internal controls and the work flow of the organization are being done through the approved policies of the Company. In every quarter, the Internal Auditors present the Internal Audit Report and Management comments on the Internal Audit observations to the Audit Committee.

The Board of Directors of the Company have adopted various policies like the Related Party Transaction, Whistle Blower Policy etc., for ensuring the orderly and efficient conduct of its business for safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

Registrar and Share Transfer Agents

The Company has been functioning as Category – II, Share Transfer Agent (in-house) pursuant to the approval of the Securities and Exchange Board of India.

Deposits

The Company has not accepted any deposits falling under the ambit of Chapter V of the Companies Act, 2013 and the Rules framed there under, during the year nor are there any unpaid /unclaimed deposits at the end of the year. Accordingly, no disclosure or reporting is required in respect of details relating to deposits.

Maintenance of Cost records and accounts

The Company in terms of provisions of Section 148 (1) of the Companies Act, 2013, is required to maintain cost records. Accordingly, the Company had maintained Cost Accounts and Records for the year ended March 31, 2025.

C. AUDITORS AND AUDIT REPORT

Statutory Auditors

The Members of the Company at the 16th Annual General Meeting held on November 29, 2022, appointed M/s. P Murali & Co., Chartered Accountants (Firm Registration No. 007257S), Hyderabad, Statutory Auditors of the Company for term of five years to hold office from the conclusion of 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting.

Auditor's Report

M/s. P Murali & Co., Chartered Accountants, Statutory Auditors', have submitted the Statutory Auditors Report for the year ended March 31, 2025, and have invited attention on emphasis of matters in relation to:

Emphasis of Matters:

- a) Refer Note No. 29: Consequent to the settlement of Debt vide receipt of sale proceeds from Core and Non-Core assets by ACRE, there are no other assets including property plant and equipment left with the Company for operations. "No Dues and Security release Certificate" from ACRE was received on 11th July 2024, thereby affecting the Going Concern of the Company and accordingly drawn the Financial statements for the year ended on March 31, 2025.

Without considering the energy and other claims from the Government, the current liabilities exceed the current assets by Rs. 86,095.55 Lakhs.

- b) Refer Note No. 32: There are claims against the company, which are not acknowledged as debts and are disputed in various forums, courts, appeals, including arbitration awards amounting to Rs 81,596.07 lakhs.

GAIL has recovered interest in the past and also raising claims for interest on the amounts due which is being disputed by the company. The company is not accounting for further interest from 1st July 2024 onwards

- c) Refer Note No. 32.4: Given the financial situation, NFCL has assigned its rights in favor of AMPL to represent it in all legal forums/proceedings to pursue claims from GAIL including Arbitration claim in its name as an assignee along with agency coupled with interest under the provisions of Indian Contract Act, 1872. Should GAIL satisfy the award in the future, NFCL shall use the award as it deems fit after clearing its liabilities
- d) Refer Note No. 30: De-escalation of Urea subsidy and De-escalation of Gas Costs used as Raw material and generation of Power for FY 2022-23.

During the 3rd quarter, the final Gas Pool price for the year 2022-23 has been notified by the DOF (Annual cumulative Gas Pool price has come down) in line with which GAIL has issued Credit note and NFCL has recognized reduction in Gas Costs by Rs. 17,555.01 Lakhs and correspondingly NFCL has reduced its Urea Subsidy claim by Rs. 16,879.16 Lakhs for FY 2022-23. Accordingly, the reduction in cost of raw material / power and fuel and consequent de-escalation of the subsidy revenues, respectively, belonging to FY 2022-23 have been accounted in line with the said notification and continued accounting policy. Further adjustments required, if any, will be considered on notification of final prices. As there is no production from

4th June 2024 there is no revenue from Operations to be recognised for the second quarter

- e) Refer Note No. 30: The Government from time to time extended the present energy norms which were valid till 31st March 2023. Accordingly, Subsidy income is recognized based on Target Energy Norms as per NUP-2015 policy for the Quarter ended June 2024 and there is no production from June 2024 as the Plants were sold.
- f) Refer Note No. 32.5: Claim from a related party asserting its right for Royalty for the period from 29.01.1998 to 31.12.2021. The company agreed without impairment and prejudice to the rights of AMPL to settle the claims in a manner such that the dues are secured and paid on a priority basis from the receipts if any from claims against GAIL if and when GAIL satisfies the award in relation to pipeline accident.

Management Explanation to emphasis on the matter

- a) Emphasis of Matter given in Note (a) of the Auditor's Report on standalone financial statements read with Note No. 29 of Notes forming part of the standalone financial statements for the year ended March 31, 2025, are self-explanatory and do not call for any further comments.
- b) Emphasis of Matter given in Note (b) of the Auditor's Report on standalone financial statements read with Note 32 of Notes forming part of the standalone financial statements for the year ended March 31, 2025, are self-explanatory and do not call for any further comments.
- c) Emphasis of Matter given in Note (c) of the Auditor's Report on standalone financial statements read with Note 32.4 of Notes forming part of the standalone financial statements for the year ended March 31, 2025, are self-explanatory and do not call for any further comments.
- d) Emphasis of Matter given in Note (d) of the Auditor's Report on standalone financial statements read with Note 30 of Notes forming part of the standalone financial statements for the year ended March 31, 2025, are self-explanatory and do not call for any further comments.
- e) Emphasis of Matter given in Note (e) of the Auditor's Report on standalone financial statements read with Note 30 of Notes forming part of the standalone financial statements for the year ended March 31, 2025, are self-explanatory and do not call for any further comments.
- f) Emphasis of Matter given in Note (f) of the Auditor's Report on standalone financial statements read with Note 32.5 of Notes forming part of the standalone financial statements for the year ended March 31, 2025, are self-explanatory and do not call for any further comments.

Cost Auditor's & Cost Audit Report

Cost Auditor

In terms of Section 148 of the Companies Act, 2013 and the Rules made thereunder the Company is required to undertake Audit of the cost accounts maintained by the Company by a Cost Auditor.

The Board of Directors, on the recommendation of the Audit Committee, at their meeting held on May 20, 2024, appointed M/s. D V & Associates as Cost Auditor, at a remuneration of Rs.4 Lakh plus taxes as applicable and reimbursement of out-

of-pocket expenses for conducting the audit of cost records of the company for the Financial Year 2024-25.

Cost Audit Report

M/s. D V & Associates, Cost Auditors have issued Cost Audit Report for Financial Year 2024-25, which does not contain any qualification, reservation or adverse remarks.

Secretarial Auditor & Secretarial Audit Report

Secretarial Auditor

The Board of Directors at their meeting held on May 30, 2025, pursuant to the provisions of Section 204 of the Companies Act, 2013, have appointed Mr. C S S Krishna, Partner, M/s.KBG Associates, Company Secretaries, Hyderabad as the Secretarial Auditor of the Company to undertake Secretarial Audit for the Financial Year 2025-26.

Secretarial Audit Report

M/s.KBG Associates, Secretarial Auditor, have issued the Secretarial Audit Report for the Financial Year 2024-25, which does not contain any qualification, reservation, or adverse remark. The Secretarial Audit Report appears as Annexure - VI to this Report.

Internal Audit

The Company has well established system of Internal Audit which carries out audit on Risk based Internal Audit framework covering the gamut of financial, marketing, plant operations and service functions.

The Company's Internal Audit function has obtained Quality Management System ISO 9001, certificate since December 2006 and the same was upgraded to ISO 9001:2015.

A Chief Internal Auditor of the Company has been appointed by the Board of Directors, in compliance with the Companies Act, 2013 and Listing Regulations.

Remuneration Policy

The salient features of the policy on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, appears as Annexure VII to this report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company. The Nomination and Remuneration Policy may be accessed on the Company's website at the link: <http://www.nfcl.in/images/pdfs/Nomination%20and%20Remuneration%20Policy%20-%20nfcl.pdf>

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has in place Policy on Sexual Harassment at workplace in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to address complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

The Company has not received any complaints pertaining to sexual harassment during the FY ended March 31, 2025.

D. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013 your Directors hereby report that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (b) The Directors had 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;
- (c) The Directors had 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;
- (d) The Directors had prepared the annual accounts on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDUSTRIAL RELATIONS

During the year, the industrial relations at all the works of the company were cordial

ACKNOWLEDGEMENT

Your directors place on record their gratitude to the Government of India, Government of Andhra Pradesh, Government of Telangana and the Financial Institutions and Company's Bankers for their assistance and cooperation.

Further, the Company places on record its sincere appreciation for the continuing support and unstinting efforts of investors, dealers and associates and all stakeholders.

CAUTIONARY STATEMENT

The Board's Report may contain certain statements that the Company believes are or may be considered to be "forward looking statements" within the meaning of applicable securities law and regulations. All these forward-looking statements are subject to certain risks and uncertainties, including but not limited to Government action, economic developments, risks inherent to the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward-looking statements and the company is not obliged to update any such forwarding looking statements.

By Order of the Board

Uday Shankar Jha
Chairman
DIN: 00056510

Hyderabad
September 08, 2025

ANNEXURES TO BOARD REPORT

ANNEXURE – I

Form AOC 1

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 Companies (Accounts)
Rules, 2014 – Form AOC-I)

Part “A”: Subsidiaries

| Particulars | Subsidiary Company |
|-------------|--------------------|
| Nil | Nil |

Part “B”: Associates and Joint Ventures

Rs. In lakh

| Name of the Associate / Joint Venture | KVK Raju International Leadership Limited |
|---|---|
| 1. Latest Audited Balance Sheet Date | |
| 2. Shares of Associate /Joint Ventures held by the Company at the year end | |
| i) Number | 1,50,000 |
| ii) Amount of Investment in Associates / Joint Venture | 15.00 |
| iii) Extent of Holding % | 42.85% |
| 3. Description of how there is significant influence | By virtue of shareholding |
| 4. Reason why the associate / joint venture is not consolidated | The Company had madeJ provision for diminution in the entire value of investment as it is not in operation and net worth is negative. |
| 5. Net worth attributable to Shareholding as per latest Audited Balance Sheet | Considered as zero since net worth is negative |
| 6. Profit / Loss for the year | 0.00 |
| i) Considered in Consolidation | - |
| ii) Not Considered in Consolidation(refer point no.4 above) | 0.00 |

By Order of the Board

Uday Shankar Jha
Chairman
DIN: 00056510

Hyderabad
September 08, 2025

ANNEXURE – II (a)**Particulars of Remuneration of Directors / Key Managerial Personnel / Employees**

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year- 2024-25.**

| S.No. | Name of the Director | Median Remuneration (Rs.) | Directors Remuneration (Rs.) | Median Remuneration in % |
|-------|----------------------|---------------------------|------------------------------|--------------------------|
| 1 | Mr. K Rahul Raju | 8,75,157 | 68,30,139 | 7.80 |

- b) The Percentage increase in remuneration of Director, Chief Executive Officer, Manager, Chief Financial Officer, Company Secretary in the Financial Year- 2024-25**

| S.No | Name | Designation | 2022-23 (Rs.) | 2023-24 (Rs.) | Percentage Increase of salary |
|------|-------------------------|-------------------------|---------------|---------------|-------------------------------|
| 1 | Mr. K Rahul Raju | Managing Director | 67,40,239 | 68,30,139 | 1.33 |
| 2 | Mr. Annam Sudhakara Rao | Chief Financial Officer | 44,32,148 | 40,86,392 | -7.8 |
| 3 | Mr, M Vijaya Bhasker | Company Secretary | 26,26,555 | 21,99,610 | -16.25 |
| 4 | Mr, K.Srirama Raju | Chief Financial Officer | - | 10,61,610 | |
| 5 | Mr, Chanda Sreekanth | Company Secretary | - | 3,17,929 | - |

- c) The percentage increase / (decrease) in the median remuneration of employees in the Financial Year 2024-25**

| Particulars | 2023-24 (Rs.) | 2024-25 (Rs.) | Percentage Increase of Median salary |
|---------------|---------------|---------------|--------------------------------------|
| Median Salary | 6,16,498 | 8,75,157 | 1.41% |

- d) The number of permanent employees on the rolls of the Company**

| Particulars | 2023-24 | 2024-25 |
|------------------|---------|---------|
| No. of Employees | 813 | 55 |

- e) Average percentiles 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**

1.88% including managerial personnel except Director(s).

- f) Affirmation that the remuneration is as per the remuneration policy of the Company**

The Remuneration paid is as per the remuneration policy of the Company.

ANNEXURE – II(b):**Statement of Particulars of Employees**

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| S.NO. | Name | Designation | Remuneration received | Nature of Employment | Qualifications | Years of experience | Date of commencement of employment | Age | Last employment held by employee before joining | Number of equity share held | Relation with Director or Manager |
|-------|---------------------------------|--|-----------------------|----------------------|----------------------|---------------------|------------------------------------|-----|---|-----------------------------|-----------------------------------|
| 1 | Mr.K.Rahul Raju | Managing Director | 68,30,139 | Refer Note 1 | B.Com (Hons) | 26 | 01-08-11 | 48 | JMD, Nagarjuna Fertilizers and Chemicals Ltd., (Merged) | | |
| 2 | Mr.Ramesh Madhav Deshpande | Sr.Executive Director & Head Operations. | 95,00,004 | Refer Note 1* | M.Com, LLB | 53 | 03-04-07 | 77 | Advisor to MD, GSFC | Nil | |
| 3 | Mr. Gollapudi Sai Srinivasa Rao | Sr. Vice President - Legal | 84,07,217 | Refer Note 1 | LLM | 30 | 17-04-17 | 57 | Vice President - Reliance Communications Ltd | Nil | |
| 4 | Mr.R Raghavan | Executive Director - Manufacturing) | 66,86,316 | Refer Note 1* | B.Tech, BOE | 43 | 04-01-99 | 65 | Day Co.Ordination Urea Plant, SAFCO . SABIC Group. | Nil | |
| 5 | Mr.A Nasara Reddy | Executive Director - Sales & Marketing | 41,45,559 | Refer Note 1* | MBA (Marketing) | 41 | 10-12-87 | 65 | Marketing, Representative,E.I.D.PAR-RY (1) LTD | Nil | |
| 7 | Mr.Annam Sudhakara Rao | Chief Financial Officer | 40,86,392 | Refer Note 1* | M.COM, AI CWA. | 40 | 24-05-21 | 66 | CFO, ALPHA RAMA LTD | Nil | |
| 9 | Mr.Sankara Rao Reesu | Head - HPD | 9,99, 999 | Refer Note 1* | MBA (HR & Marketing) | 24 | 01-07-21 | 42 | GM - 3F Group | Nil | |
| 10 | Mr.G V S ANAND | VICE PRESIDENT | 8,78, 214 | Refer Note 1* | M.E (Chemical) | 38 | 04-06-10 | 61 | Sr.Engineer,- SAUDI ARABIA INTERNATIONAL CHEMICALS LTD. | Nil | |

NOTE: All the above-mentioned appointments are non-contractual except marked '*' and are terminable by notice on either side- Accumulated Superannuation withdrawal figures not considered for 217(2A)

Shri.R. Raghavan, Shri.A.Nasara Reddy, Shri. G V S Anand (Fixed Term Engagement) . Date of Joining as regular employee is considered for Date of commencement.

ANNEXURE III

Annual Report on CSR activities of the Company (Pursuant to Section 135 of Companies Act, 2013)

1. A brief outline of the CSR Policy of the Company

At Nagarjuna, we believe in philosophy of SERVING SOCIETY THROUGH INDUSTRY.

We live every moment of life in harmony with nature to create value for ourselves, our stakeholders and the society.

At Nagarjuna, we define CSR as:

- Conducting affairs of our Company in a socially acceptable manner
- Understanding, supporting and developing the communities and the cultures within which we work
- Protecting the environment and safety of the people connected with the Company and the surroundings.
- Enhancing the value of the Company through sustainable growth

Our CSR Framework:

Nagarjuna's CSR Framework consists of following four important dimensions:

- Investors and other stakeholders
- Customers
- Employees
- Community

Compliance:

Compliance with this policy is continuously monitored and subject to review by the Company.

In the ensuing year, the major focus will be on development of the Communities located in and around the Plants of the Company with continued support to Investors and other stakeholders, Customers and Employees.

2. Composition of CSR Committee

| S. 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. | Mrs. Lalitha Raghuram | Chairperson and Independent Director | 1 | 1 |
| 2. | Mr. K Rahul Raju | Member and Executive Director | 1 | 1 |
| 3. | Mr. Uday Shankar Jha | Member and Non-Executive Director | 1 | 1 |

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

http://nfcl.in/inv_corp.htm

4. Provide the details 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

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Not applicable

6. Average net loss of the company as per section 135(5) - Rs. (1,03,848.78) lacs

7. (a) Two percent of average net profit of the company as per section 135(5): Not applicable

(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years.: Nil

(c) Amount required to be set off for the financial year, if any.: Nil

(d) Total CSR obligation for the financial year (7a+7b+7c).Nil

8. (a) CSR amount spent for the financial year: Nil

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(c) Details of CSR amount spent against other than ongoing projects for the financial year: Nil

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment: Not applicable

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil
10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year**
Not applicable
11. **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

Hyderabad
September 08, 2025,

K Rahul Raju
Managing Director

Lalitha Raghuram
Chairperson, CSR Committee

ANNEXURE-III (a)

Policy on Corporate Social Responsibility

Our Philosophy

At Nagarjuna, we believe in philosophy of **SERVING SOCIETY THROUGH INDUSTRY.**

Our Culture:

We live every moment of life in harmony with nature to create value for ourselves, our stakeholders and the society.

Our Definition

At Nagarjuna, we define CSR as:

- Conducting affairs of our company in a socially acceptable manner
- Understanding, supporting and developing the communities and the cultures within which we work
- Protecting the environment and safety of the people connected with the company and the surroundings.
- Enhancing the value of the company through sustainable growth

Our CSR approach

At Nagarjuna, CSR is an initiative to create new value to economic, environmental and social issues and is intended to identify our Company with the society to establish rapport, increase competitiveness, and achieve sustainable growth, for better social development.

Practicing CSR does not mean compromising our business standards or values. It means taking a fresh approach to our objectives in order to reduce the social and environmental impacts of our business and to meet the needs of all our stakeholders.

Our principles

We recognize that we must integrate our business values and operations to meet the expectations of our stakeholders.

They include customers, employees, regulators, investors, suppliers, the community at large and the environment.

- We recognise that our social, economic responsibility and commitment to preserve environment forms integral part of our business. We aim to demonstrate these responsibilities through our actions and corporate policies.
- We take seriously all feedback from our stakeholders and, aim to meet their aspirations and our commitments.
- We shall be honest and transparent in communicating our strategies, targets, performance and governance to our

stakeholders at all times.

- The responsibility of translating this policy into action rests with all associates throughout the company.

Our CSR Framework

Nagarjuna's CSR Framework consists of following four important dimensions:

- Investors and other stakeholders
- Customers
- Employees
- Community

Investors and other stakeholders

We strive to maximize shareholders wealth through our consistent performance to achieve long term sustainable growth.

- We will provide information on our policies, performance and activities to all stakeholders and shareholders on a timely and accurate basis
- We shall ensure a high level of business performance and aim for best practices of corporate governance
- We shall provide honest, accurate, reliable, ethical, qualitative and complete corporate information to the shareholders to enable them make investment decisions and be proactive in clarifying any information which maybe detrimental to the interests of all stakeholders.
- All business decisions will be made in the best interests of the company and not motivated by personal interest
- We ensure that no insider will misuse the price sensitive information to their personal benefit which is detrimental to the interest of other stakeholders

Customers

We shall develop strong and ethical business relationships with our customers, suppliers and others. We aim at manufacturing products which improve our customer's productivity, profitability and are environment-friendly.

- We shall deliver high quality products which meet their needs and also promote the safe and responsible handling of the products.
- Customer complaints shall be resolved in the shortest time to their satisfaction.
- We shall treat all customers fairly and with respect
- We will work with our suppliers and other business-partners on the basis of mutual respect and trust and so far as practicable, require that they act in accordance with our values.

Employees

At Nagarjuna there is no 'Human Resource Development' but only 'Human Potential Development' and there are 'no' employees, only 'associates' who are treated equally with dignity, respect, and fairness. Associates are not 'resources', but persons with 'potential' who are free to exhibit their capability and allowed to exploit their potential.

- We are an equal opportunity employer and committed to treat all employees and qualified applicants for employment openly, fairly and equitably with clear and fair terms of employment and remuneration.
- We shall attract and retain the best people and provide the appropriate training and development opportunities to help them reach their full potential
- We shall provide, and strive to maintain, a clean, healthy and safe working environment that is free from harassment.
- We encourage associates to develop and evolve themselves as successful managers to lead the society from the front and we also encourage entrepreneurship among them by providing adequate opportunities and training.
- We shall treat the family of the associates as an integral part of the company and render all support whenever required.
- We shall protect their personal information at all times.

Communities

We strive to be a responsible corporate member of each and every community where we operate and support efforts of our employees to that end.

- We are committed to being an industry leader by conducting our activities responsibly to minimize any adverse impact of our operations on employees, the public at large and the environment.
- Through effective partnerships, we shall continue our initiatives on water and energy efficiency, education and environmental improvement within the community.
- We aim to create employment opportunities to the communities in which we operate and shall support and encourage our employees to help local community organizations and activities in our region

- We will not be part of a political party or take part in any political activity nor encourage any associate to do so. We will not support policies which are detrimental to the public at large.
- No employee shall directly or indirectly offer, promise to pay or authorize the payment of money or kind to Government officials, political parties or candidates or to an employee of a company with whom the company does business or is seeking to do business, for the purpose of influencing the acts or decisions of such persons or parties.
- Associates shall devote their full attention to the business interest of the company and should not engage in activities that are conflicting or interfere with their responsibilities towards the company or is advantageous to the company's competitors.
- Associates under no circumstances shall accept any money, gift, privilege or any other service or thing of value from the company's customers, vendors, consultants or any other transacting party.
- Associates must ensure that they do not conduct the company's business with a relative or with an entity in which a relative is associated or with an organization where they are directly or indirectly interested or where they shall derive a benefit from the transaction.
- Opportunities that are discovered through company's position and sources shall not be exploited or made use of, by the associates for their personal gain or advantage, unless such opportunity is fully disclosed to the Board of Directors of the company.
- We shall take our environmental responsibilities seriously and be aware of the impacts of our operations on the local communities.

Compliance

Compliance with this policy will be continuously monitored and subject to review by the Company. Associates who notice a breach of this policy must report it to the Chairman immediately.

ANNEXURE-IV

Particulars of Contracts / Arrangement made with Related Parties

(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 AOC-2)

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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
2. Details of material contracts or arrangement or transactions at arm's length basis - NIL

Hyderabad
September 08, 2025,

By Order of the Board
Uday Shankar Jha
Chairman

ANNEXURE V**Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo****(A) CONSERVATION OF ENERGY: NA****(B) TECHNOLOGY ABSORPTION:****B.1. Research and Development (R & D): NA**

1) Specific areas in which R & D was carried out by the Company: NA

2) Benefits derived as a result of the above efforts: NA

Expansion / Developments:

3) Future Plan of Action:

a) Production facility at MI and PVC Plants

B.2. Technology Absorption, Adaptation and Innovation:

1) Efforts, in brief, made towards technology absorption, adaptation and Innovation:

a) Production facility at MI and PVC Plants

2) Benefits derived as a result of the above efforts, example Product Improvement, Cost Reduction, Product Development Import Substitution etc.

a) Production facility at MI and PVC Plants

3) In case of import technology (imported during the last five years reckoned from the beginning of the financial year), following information may be furnished:

a) Production facility at MI and PVC Plants: NA

b) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, export plans: NIL

| Foreign Exchange Outgo: | Rs. in lacs |
|------------------------------------|--------------------|
| i. Technical know-how (net of Tax) | - |
| ii. Interest | - |
| iii. Dividend (net of taxes) | - |
| a) Equity | - |
| b) Preference | - |
| iv. Others | - |
| Professional & Consultancy | - |
| Travel and Conveyance | - |
| Others | - |
| Foreign Exchange earnings | - |

ANNEXURE – VI:

Form No. MR-3

Secretarial Audit Report

To

The Members

Nagarjuna Fertilizers and Chemicals Limited

Nagarjuna Hills, Punjagutta, Hyderabad, Telangana – 500 082

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nagarjuna Fertilizers and Chemicals Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by 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 ended on 31st March, 2025, 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:

| S.No. | Particulars |
|-------|---|
| 1. | The Companies Act, 2013 (the Act) and the Rules made thereunder; |
| 2. | The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; |
| 3. | The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; |
| 4. | Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; |
| 5. | We have also examined compliance with the applicable clauses of the following: <ul style="list-style-type: none"> i. Secretarial Standards issued by The Institute of Company Secretaries of India. |
| 6. | The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') <ul style="list-style-type: none"> 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; d. 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; e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; f. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; |

1. Under the Companies Act, 2013

A That based on our examination and verification of the records produced to us and according to the information and explanations given to us by the Company that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 ("the Act") and the Rules made under the Act and Memorandum, and Articles of Association of the Company, inter alia with regard to :

- a. Maintenance of various statutory registers and documents and making necessary entries therein;
- b. Closure of Register of Members / Debenture holders;
- c. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. Service of documents by the company on its members and Registrar of Companies.
- e. Notices and minutes of the meetings of the committees of directors;
- f. The meetings of Board of Directors held on May 20, 2024, August 31, 2024, September 07, 2024 (Adjourned), September 16, 2024, November 12, 2024, January 04, 2025, February 03, 2025 and February 14, 2025 and various Meetings of the Committees of Directors held from time to time;
- g. The Annual General Meeting held on 30th September, 2024
- h. Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i. Approvals of the Members, the Board of Directors, the Committees of Directors wherever required;
- j. Appointment and remuneration of Auditors**
- k. Constitution of the Board of Directors / Committee (s) of Directors, appointment, retirement and reappointment of Directors.
 - l. i. The Directors have not recommended any dividend on the equity capital of the Company during the FY 2024-25.
- m. Transfer of Unpaid and Unclaimed dividend to the Investor Education and Protection Fund: Nil
- n. Borrowings and registration, modification and satisfaction of charges wherever applicable;
- o. Investment of the Company's funds including investments and loans to others;
- p. Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
- q. Directors' Report including the response by the Company for the Remarks of the Auditors vide their Audit Report for the FY 2023-24
- r. Contracts, common seal, registered office and publication of name of the Company; and

B. Under the Companies Act, 2013, We further report that

- i. The Board of Directors of the Company is duly constituted with proper balance of, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the period under review were carried out in compliance with the provisions of the

Act except as specified in the report.

Further we report that, as on 31st March, 2025 the Board of the company consists of 6 Directors. Of the Directors, 3 are Independent Directors, 1 Nominee Director, 1 Non-Executive Director and 1 Executive Director (including a women director as prescribed regulations under Companies Act and SEBI Regulations).

- ii. Adequate notice is given to all directors to schedule the Board Meetings, 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.
- iii. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes if any.
- iv. There were no prosecution initiated or no other fines or penalties were imposed during the year under review under SCRA, Depositories Act, and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- v. The Directors have complied with the disclosure requirements in respect of their independence and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- vi. Assets Care Reconstruction Enterprise (ACRE), Secured Creditor, had recovered from sale of core assets (Urea and MI facilities), non-core assets (all assets other than Urea and MI assets) amounting to Rs.1685 Crores and Rs. 200 crores respectively totalling to Rs. 1885 crores and cutback due till June 30, 2024, towards full and final settlement of debt outstanding of Rs. 3858 Crores claimed by ACRE as of 10th December 2023.

Accordingly, ACRE has issued a No Due Certificate dated 11th July 2024, confirming that NFCL stands unconditionally and irrevocably released and discharged of any liabilities, dues, demands or claims in respect of the outstanding debt, other amounts due and payable to ACRE, including release of all security created in favour of ACRE, personal guarantees and pledge of shares of NFCL held by promoter (Amlika Mercantile Private Limited). NFCL, as on 11th July, 2024, does not have any term loans and working capital debt outstanding with the Banks.

2. Under the Securities Contracts (Regulation) Act, 1956, We report that

The Company has complied with the requirements of Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act.

3. Under the Depositories Act, 1996, We report that

The Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / re-materialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

4. Under FEMA, 1999, We report that

The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

5. Under Reserve Bank of India Act, 1934, we report that:

We have given to understand that the company does not require complying any of the provisions under the Reserve Bank of India Act, 1934.

6. Under the SEBI Act, We report that

- a. The Company has complied with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except as mentioned in this report.
- b. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 with regard to disclosures and maintenance of records required under the Regulations and we note that there are no transactions falling under the purview of these regulations during the financial year under review.

We have been informed that Amlika Mercantile Private Limited (Amlika), was holding 29,60,72,140 shares amounting 49.51%. Amlika has sold 2,43,00,000 shares amounting to 4.07% in the open market.

We have been further informed that the Company has received communication on March 31, 2025, on Inter-se transfer of shares among qualifying persons, Amlika Mercantile Private Limited, promoters of the Company (seller) and Agri Vestors Private Limited (Acquirer) that Amlika (Seller) and Agri Vestors (Acquirer) have entered into a Share Purchase Agreement dated March 28, 2025, for the sale and purchase of 27,17,72,140 shares comprising of 45.4419% as under:

- 15,54,12,063 Shares comprising of 25.9859% were sold and acquired, respectively by way of Block Deal through NSE at prevailing market price of Rs. 4.31 /- per share on March 28, 2025.
- The remaining shares of 11,63,60,077 comprising of 19.4560% were sold and acquired respectively by way of the Share Purchase Agreement dated March 28, 2025, at prevailing market price of Rs. 4.31/- per share (arrived at through the Block Deal)

The actual transfer of 11,63,60,077 shares is yet to be affected due to technical reasons.

The purchase is completed and the consideration has been paid in full.

- c. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 with regard to disclosures and maintenance of records required under the Regulations.
- d. The Company is not required to comply with the provisions of the Securities and Exchange Board of India (Employee Stock Options Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to implementation of Employees Stock Option Scheme, Grant of Options and related disclosures and other aspects as no such transaction had arisen in this respect during the year under review.
- e. The Company is not required to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 as there was no issue and no allotment of convertible warrants on preferential basis to entities in the Promoters Group.

- f. **We further report that**, the company has complied the Secretarial Standards issued by The Institute of Company Secretaries of India with regard to Meeting of the Board Meeting (SS-1) and General Meeting (SS-2)
- g. **We 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.

7. Responsibility for other information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, including the standalone financial statements and the auditor's report thereon.

Our opinion does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our Secretarial Audit, our responsibility is to read the other information and, in doing so, consid-

er whether the other information is materially inconsistent with the Secretarial Audit or the laws applicable to the Company or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

The said other information is expected to be made available to us after the date of this audit report. When we read the other information, when furnished to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**For KBG Associates
Company Secretaries**

Firm Regn No. P2009AP006100
PRC : P2009AP6100/1103/2021

Srikrishna Chintalapati

Partner

CP No: 6262

UDIN : F005984G001175977

Date: 04-09-2025

Place: Hyderabad

The Members,
Nagarjuna Fertilizers and Chemicals Limited
Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, Telangana

Our report for the even date to be read with the following Letter;

| S.No. | Particulars |
|-------|---|
| 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 the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. |
| 3. | We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. |
| 4. | Where ever required, we 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. Our 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. |
| 7. | Pursuant to analysis made; we have been given to understand that the scope of the audit is restricted to a) Companies Act, 2013 b) SEBI Act, 1992 c) The Depositories Act, 1996 d) Foreign Exchange Management Act, 1999 e) Securities Contracts (Regulation) Act, 1956 f) Reserve Bank of India Act, 1934 |

**For KBG Associates
Company Secretaries**

Firm Regn No. P2009AP006100
PRC : P2009AP6100/1103/2021

Srikrishna Chintalapati

Partner

CP No: 6262

UDIN : F005984G001175977

Date: 04-09-2025
Place: Hyderabad

ANNEXURE – VII

Nomination and Remuneration Policy

Introduction

This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Objective

The objectives for adopting the policy are:

- To ensure that the level and composition of remuneration payable to KMP and others is reasonable and sufficient to attract, retain and motivate persons to join the Board of Directors of the company so as to provide the company the required strategic direction.
- To clarify that remuneration is linked to performance and there exists appropriate benchmarks
- To ensure that the remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives synchronizing the same to the working of the company and its goals
- To lay down criteria for identifying persons to be qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration
- To carry out evaluation of Directors, Key Managerial Personnel and Senior Management
- To ensure that the remuneration is being paid across the organization based on prevailing trends in the industry to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Senior Management Personnel' for this purpose shall mean employees of the company who are members of its core management team excluding Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional heads.

Appointment of Directors, Key Managerial Personnel and Senior Management

- The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel and Senior Management.
- The Committee shall ascertain the qualifications, expertise and experience of the persons to be appointed as Directors, KMP and Senior Management and recommend their appointment to the Board of Directors.
- The decision of the Board of Directors based on the recommendation of the Committee shall be final
- The appointment including tenure of Directors and KMP shall be subject to the policy of the company, provisions of Companies Act, 2013, Listing Agreement and other relevant laws.
- The Committee shall evaluate their performance on a year-

ly basis and recommend their removal to the Board, if required.

Remuneration of Directors, KMP, Senior Management and other employees

- The remuneration payable to the Whole Time Directors shall be as per the provisions of the Companies Act, 2013 and other relevant provisions.
- The remuneration payable to KMP and Senior Management shall be approved by the Committee on case to case basis.
- The increments to the existing remuneration structure
 - In relation to Board of Directors based on the evaluation of performance
 - In relation to KMP and Senior Management shall be approved by the Committee based on the recommendation of the Managing Director
 - In relation to others shall be approved by the Managing Director based on the market conditions, performance of the company and other relevant factors from time to time.

Remuneration to Non-Executive and Independent Directors

The Non-Executive and Independent Directors of the company shall only be paid sitting fees (as determined by the Board from time to time) for attending Board/ Committee meetings apart from reimbursement of expenses incurred for attending the meetings.

Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination

The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655, dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687, dated December 14, 2021, read with SEBI/HO/MIRSD/MIRSD_RTAMB/PoD-1/P/CIR/2023/37, dated March 16, 2023, to enhance the ease of doing business for investors in the securities market, as prescribed Standardized, simplified and common norms for processing investor service requests.

Accordingly, Members are requested to promptly intimate / update PAN, KYC details i.e., name, postal address, e-mail address, telephone/mobile numbers, mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to Depository Participants if the shares are held in electronic form and to the Company's RTA if the shares are held in physical form in prescribed form.

The prescribed forms for updating PAN, KYC details and Nomination are as under:

Form ISR-1: Request for Registering PAN, KYC Details or Changes Updation thereof

Form ISR-2: Confirmation of Signature of securities holder by the Banker

Form ISR-3: Declaration Form for Opting-out of Nomination

Form SH-13: Nomination Form

Form SH-14: Cancellation or Variation of Nomination

The said form are available on the Company's website under Investor's Desk → In-House RTA/STA.

Further, in terms of the said circular the members holding shares in physical form are requested to submit valid PAN only i.e., PAN linked with Aadhaar number..The RTA shall revert the frozen folios to normal status upon a) receipt of valid PAN, KYC details and Nomination or b) dematerialization of all the securities in such folios.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.

Transfers/ Transmissions etc. of shares only in dematerialized form

The SEBI vide its Notification dated June 8, 2018 notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 wherein it mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. The shareholders are requested to take note of the same.

Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8, dated January 25, 2022, listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request.

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal / Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division / Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios;
- vii. Transmission;
- viii. Transposition;

Accordingly, Members are requested to promptly convert physical shares to demat form compulsorily.

Transfer of Dividends and Corresponding Shares to Investor Education Protection Fund

The Company had paid dividend to the shareholders for the financial year 2011-12 on August 31, 2012. The period of seven years as envisaged in the Companies Act and the rules made thereunder has expired during the month of September, 2019. The Company as required by law has sent notice of intimation of transfer of shares and dividends to the shareholders dated June 30, 2019, and published an advertisement in the newspapers as required by law requesting the shareholders to claim the unclaimed / unpaid dividend within the due date as mentioned in the notice.

The Company has transferred the unpaid / unclaimed dividend corresponding shares to Investor Education and Protection Fund during the month of October 2019.

Members / claimants whose shares, unclaimed dividend, etc. which have been transferred to the demat account of the IEPF Authority, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. Member/ claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Form IEPF- 5 is also available on the website of the Company at viz., <http://www.nfcl.in> under the 'Investors' section.

CORPORATE GOVERNANCE REPORT

A. Company's Philosophy

At Nagarjuna, we believe in the philosophy of 'Serving Society through Industry', with the Nagarjuna Culture being 'We live every moment of life in harmony with nature to create value for ourselves, our stakeholders and the society'.

This philosophy is backed by principles of concern, commitment, ethics, excellence and learning in all its interactions with stakeholders, customers, associates and community at large which has always propelled the Group towards newer horizons.

Owing to the changing business environment in which the Company today operates, your Company has drawn up a Vision.

To be global leaders in plant nutrition' with a Mission

'We shall pioneer transformation in plant nutrition, deliver wholesome plant nutrition solutions to the farmers and be the organization to be associated with'.

At Nagarjuna, we persistently strive to transform our business environment. We are committed to continuously evoke customer delight through constant review, monitoring and delivering proactive value-added solutions. We are also committed to provide satisfaction of all stakeholders in a balanced manner through sustainable growth and profitability. We also aim to create an environment where work becomes an enjoyable experience aligning individual goals with organizational goals, share knowledge and information, be proactive and responsible, pursue excellence and be committed, transforming the society. We aim to create an environment which enhances opportunities for all the good things, better health, education and overall quality of living that life has to offer.

At Nagarjuna, we believe that it is not the latest technology or management practice (as important as they are) that makes an organization successful as it ought to be. However, what makes it an enterprise worthy of emulation is that it shapes the environment in which it grows through active fostering of creativity, innovation, entrepreneurship and knowledge sharing.

We believe in the principles of trusteeship, fair play and transparency in all our dealings. We endeavor to have a work culture, which is performance driven and conducive to improving discipline, accountability, character, team spirit and honesty, personally and professionally.

We also believe that mutual care and concern among the employees and the organization acts as a guiding principle.

Governance Philosophy

Your Company firmly believes that building a culture of compliance is more than meeting regulations and standards. Your Company is always proactive in meeting mandated standards and practicing Corporate Governance in spirit and not just the letter of the law.

Your Company's philosophy on Corporate Governance is based on following principles:

- a) Preserving core values and ethical business conduct.

- b) Commitment to maximizing shareholder value on a sustained basis.
- c) To enhance the efficacy of the Board and inculcate a culture of transparency, accountability and integrity across the Company.
- d) Perceiving and mitigating the various risks that impact the Company.
- e) Make timely and transparent disclosures.
- f) Legal and statutory compliances.

Your Company's ethos is self-regulatory system of prompt reporting, monitoring, certification and voluntary code of practice and standards improving management effectiveness, supervision and accountability to stakeholders.

Corporate Ethics

As a responsible corporate the Company consciously follows corporate ethics in business and corporate interactions. The various Codes and Policies adopted by the Company that determine its functioning are:

- Code of Conduct and Ethics for Senior Management
- Code of Conduct for Prevention of Insider Trading
- Policy on Corporate Social Responsibility
- Policy on Corporate Governance
- Policy on Related Party Transactions
- Legal Compliance Policy
- Whistle Blower Policy
- Policy on Vendor Grievances
- Policy on Supply Chain
- Policy on Succession Planning
- Policy on Employee Participation in Management
- Policy on Conflict Management
- Policy on Training for Board of Directors
- Policy on Induction of Directors
- Board Charter
- Forex Risk Management Policy
- Policy on Corporate Sustainability
- Policy on Sexual Harassment at Workplace
- Policy on Board Evaluation
- Policy on Nomination and Remuneration
- Policy for determining Material Subsidiaries
- Policy for Preservation and Archival of Documents
- Policy on Disclosure of Material Events
- Policy on Bio-diversity
- Gift Policy
- Health Safety and Environment Policy
- Human Rights Policy
- Policy on Control of Stationary
- Policy for Preservation and Archival of Documents
- Policy on Dividend Distribution

The effective implementation of these codes / policies underpins the commitment to uphold highest principles of Corporate Governance consistent with the Company's goal to enhance stakeholder value. These codes / policies are briefly described in the report.

Date of Report

The information provided in the Corporate Governance Report for the purpose of unanimity is as on March 31, 2025. The Report is updated as on the date of the report wherever applicable.

B. Board of Directors

Role of Board Of Directors

The Board has its own charter which sets out the role, structure, responsibilities and operation of the Board. Nagarjuna Fertilizers and Chemicals Limited (hereinafter referred to as 'NFCL') is a professionally managed Company functioning under the overall supervision of the Board of Directors.

The primary role of the Board is that of trusteeship to protect the interest of Company, its stakeholders and enhance their value. As trustee, the Board ensures that the Company has clear goals and policies for achievement which are in alignment with the Vision and Mission of the Company.

The Board provides strategic direction, reviews corporate performance, authorizes and monitors strategic decisions, ensures regulatory compliances and safeguards interest of Stakeholders.

The Board is responsible for maintaining and nurturing high levels of Corporate Governance in the Company.

Composition of Board Of Directors

The Board of Directors of the Company comprises of an optimum combination of Executive, Non-Executive and Independent Directors, including a women director in line with the provisions of the Companies Act, 2013 (hereinafter referred to as the Act) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

The Board comprises a nominee from Promoter Company – Amlika Mercantile Private Limited and nominee of co-promoter Company Krishak Bharathi Cooperative Limited.

The composition of the Board is as under:

| Category | No. Of directors | % of total no. of Directors |
|-------------------------|------------------|-----------------------------|
| Executive Directors | 1 | 16.67 |
| Non-Executive Directors | 1 | 16.67 |
| Nominee Directors | 1 | 16.66 |
| Independent Directors | 3 | 50 |

Skills/Expertise/Competencies available with the Board

As required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following skills / expertise / competencies have been identified by the Board of Directors in the context of the Company's business and sector for it to function effectively and those available with the Board of Directors and the names of directors who have such skills / expertise / competencies are as under:

- Industry Knowledge
- Strategic Planning and Implementation
- Finance, regulatory and Risk Management
- Leadership and Management
- Corporate Governance

| Name of Director | Skills/expertise/competencies | | | | |
|-----------------------|-------------------------------|---|--|-----------------------------|------------------------|
| | In-dustry Knowl-edge | Strategic Planning and Im-plemen-tation | Finance, regulatory and Risk Manage-ment | Leader-ship and Manage-ment | Cor-porate Gover-nance |
| Mr. Uday Shankar Jha | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. K Rahul Raju | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Chandra Pal Singh | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mrs. Lalitha Raghuram | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Rajendra Gonela | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Sudha-kar Kudva | ✓ | ✓ | ✓ | ✓ | ✓ |

Directors Attendance and Directorship and Committee Memberships Held

None of the Directors of your Company are Directors on the Board of more than 20 companies or 7 listed companies or 10 Committees or act as Chairperson of more than 5 Committees, across all companies in which they are Directors.

The details of the Board and Annual General Meeting attendance, Membership in all the Committees of Board of the Company and Directorships and Committee positions held in other companies, for the year 2024-25 (updated as on the date of the report) are as under:

| Director | DIN No | Attendance Particulars at | | | Committees of Board of NFCL | * No. of other Directorships, Committees member & Chairmanship (other than NFCL) in Public, Pvt., Sec.8 of Companies Act, 2013 etc. | | | | |
|-----------------------------|----------|---------------------------|----------|--------------------------------|---|---|----------|---|------------------|--------|
| | | Board Meet-ings | | AGM held on September 30, 2024 | | Board | | | Board Committees | |
| | | Held | Attended | | | Chairman | Director | Name of Listed Company and Category of Directorship | Chairman | Member |
| INDEPENDENT | | | | | | | | | | |
| Mrs. Lalitha Raghuram | 07161344 | 8 | 6 | No | <ul style="list-style-type: none">• Audit Committee• Nomination and Remu-neration• Stakeholders Relationship Committee• Corporate Social Respon-sibility Committee• Risk Management Committee• Management Committee | - | 1 | - | 1 | - |
| Mr. Sudhakar Kudva | 02410695 | 8 | 7 | Yes | <ul style="list-style-type: none">• Audit Committee | - | 1 | <ul style="list-style-type: none">• NACL Industries Limited | - | 1 |
| Mr. Rajendra Mohan Gonela | 02354356 | 8 | 6 | Yes | <ul style="list-style-type: none">• Audit Committee• Nomination and Remu-neration Committee• Stakeholders Relationship Committee | - | 1 | - | - | - |
| NON EXECUTIVE | | | | | | | | | | |
| Mr. Chandra Pal Singh Yadav | 00023382 | 8 | 5 | No | Nil | - | 6 | - | - | - |
| Mr. Uday Shankar Jha | 00056510 | 8 | 8 | Yes | <ul style="list-style-type: none">• Audit Committee• Nomination Remuneration Committee• Management Committee• Stakeholders Relationship Committee• Risk Management Com-mittee• Corporate Social Respon-sibility Committee• Shares & Debentures Committee• Banking Committee• Investment committee | - | 1 | - | - | 1 |
| EXECUTIVE DIRECTORS | | | | | | | | | | |
| Mr. K. Rahul Raju | 00015990 | 8 | 8 | Yes | <ul style="list-style-type: none">• Shares & Debentures Committee• Banking Committee• Management Committee• Risk Management Committee• Investment Committee• Corporate Social Respon-sibility Committee | - | 2 | - | - | - |

* The Chairmanship and Membership of the Audit Committee and the Stakeholders' Relationship Committee alone is considered as per Regulation 26 of Listing Regulations

Meetings of the Board

During the year under review the Board of Directors met eight times on May 20, 2024, August 31, 2024, September 07, 2024 (Adjourned), September 16, 2024, November 12, 2024, January 04, 2025, February 03, 2025 and February 14, 2025.

Relationships between Directors Inter-Se

There is no inter-se relationship with directors and KMP of the Company.

Board Agenda and Minutes

As a system, Agenda, Notes on Agenda and information to Directors are generally circulated not less than seven days before the meeting of the Board of Directors. All material information is incorporated in the agenda papers for facilitating focused discussions at the meeting.

The Company is in compliance of Secretarial Standard on Meetings of Board of Directors and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

The Board of Directors meets at least once in every quarter to review the quarterly financial results and operations of the Company. Apart from this, Board Meetings are convened by giving appropriate notice to address specific needs and business requirements of the Company.

Matters of urgent nature are approved by the Board by passing resolutions through circulation.

The dates of the Board Meeting are decided well in advance and are communicated to the directors to enable them make it convenient to attend the meeting. The maximum time gap between any two consecutive meetings did not exceed 120 days.

The Company has a formal system of follow up, review and reporting on actions taken by the management on the decisions of the Board and Committees of the Board. The Company presents a comprehensive Action Taken Report of the previous meeting to the Board of Directors at the ensuing Meeting of the Board of Directors.

Information to The Board

The Board has complete access to all the information within the Company inter-alia the following information is regularly provided to the Board as part of the agenda papers.

- a) Monthly operations report and quarterly results of the Company.
- b) Annual operating plans, budgets, capital budgets, cash flow, updates and all variances.
- c) Contracts in which Directors are deemed to be interested.
- d) Materially important show-cause notices, demand, prosecutions or other legal notices.
- e) Materially relevant default in financial obligations to and by the Company.
- f) Significant labour problems and their proposed solutions and other significant developments.
- g) Compliance of any regulatory, statutory nature or listing requirements.
- h) Minutes of the meetings of the Board of Directors and Committees of the Board of Directors.

- i) Status of subsidiary companies.
- j) Minutes of meetings of the Board of Directors of subsidiary companies.
- k) Details of related party transactions.
- l) Quarterly compliance report in terms of SEBI (Listing Obligation and Disclosure Requirements) and any non-compliance.
- m) Report on risk assessment and minimization procedures.
- n) Information on recruitment and remuneration of senior managerial personnel below the Board level.
- o) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- p) Issues which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- q) Significant sale of investments, subsidiaries, assets, which are not in the normal course of business.
- r) Details of any joint ventures or collaboration agreements.
- s) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- t) Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement if material.

Review of Legal Compliance Reports

The Board periodically reviews the compliance reports in respect of the various statutory enactments applicable to the Company.

Directors:

Completion of 2nd term of office of Mrs. Lalitha Raghuram, Independent Director:

Mrs. Lalitha Raghuram, had step down as an Independent Director on the Board upon the completion of consecutive 2nd term of five years effective from April 18, 2025.

Completion of 1st term of office of Mr. Rajendra Mohan Gonela, Independent Director:

Mr. Rajendra Mohan Gonela, Independent Director, had completed his 1st term of five years as Independent Director on May 27, 2025.

Appointment of the Directors

Re-appointment of Mr. Rajendra Mohan Gonela as an Independent Director

In accordance with Section 149, 152 and Schedule IV read with relevant Rules of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajendra Mohan Gonela, has been re-appointed as an Independent Director for a 2nd term of five (5) years with effect from May 28, 2025, not liable to retire by rotation, by the Board of Directors of the Company subject to the approval of the members of the Company.

Mr. Rajendra Mohan Gonela, will attain the age of 75 years on December 06, 2025, during the term of Independent Directorship of the Company.

In terms of Regulation 17(1A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment / continuation of the appointment of Mr. Rajendra Mohan Gonela, after the attainment of 75 years is subject to the approval of the Members by way of Special Resolution

Accordingly, the Board of Directors considering the experience and expertise and so as to utilize his services for the Company, have proposed to continue Mr. Rajendra Mohan Gonela (DIN: 02354356), as an Independent Director of the Company, after attaining the age of 75 years till the completion of the term of Independent Directorship till May 27, 2030, in compliance with Regulation 17(1A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Mr. Rajendra Mohan Gonela, forms part of Notice of the Annual General Meeting.

Non-Executive Director

In terms of the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the company, Mr. Uday Shankar Jha and Mr. Chandrapal Singh Yadav, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

Mr. Uday Shankar Jha, has attained the age of 75 years on June 16, 2025.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment / continuation of the appointment of Mr. Uday Shankar Jha, after the attainment of 75 years is subject to the approval of the Members by way of Special Resolution.

The Board of Directors considering the vast experience and expertise and so as to utilize the services for the Company, have proposed the appointment of Mr. Uday Shankar Jha and Mr. Chandrapal Singh Yadav as the Non-Executive Directors of the Company and continue the appointment of Mr. Uday Shankar Jha as a Non-Executive Director, after attaining the age of 75 years, in compliance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend the reappointment of Mr. Uday Shankar Jha and his continuation after attaining the age of 75 years and Mr. Chandrapal Singh Yadav, as directors liable to retire by rotation, for the consideration of the Members of the Company.

Independent Director

Independent Directors play an important role in the governance processes of the Board. The appointment of Independent Director is done in a structure manner taking the requirement of skill sets and competence on the Board into consideration. The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment. None of the Independent Directors serve as Independent Directors in more than seven listed companies, in line with the requirements of the Listing Regulations.

The Independent Director(s), have at the first meeting of the Board in which they participate as Director and thereafter at the first meeting of the Board in every financial year, confirmed that they meet the criteria of independence as provided under the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

Details of Familiarization Programmes to Directors

The company believes that a Board, which is well informed / familiarized with the Company and its affairs, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations.

As a practice, a familiarization programme for all the directors, with respect to changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislations and economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions, is an ongoing process in the company.

While inducting Directors on the Board, formal letter of appointment is issued to the Directors, inter alia, explaining their role, function, duties, and responsibilities as Directors. The Memorandum and Articles of Association of the Company, copies of Annual Reports for the previous financial years, half year reports, organization structure, Company policies including Code of Conduct, Insider Trading Policy and Board Charter, Whistle Blower Policy etc. are also provided to the directors at the time of induction. The web link of familiarization programme is <http://www.nfcl.in/images/pdfs/Familiarization%20Prog.pdf>

Remuneration of Directors

The Company has adopted a Nomination and Remuneration Policy in compliance of Section 178 of the Act and Listing Regulation. The Policy acts as a guideline for determining, among other things, the qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

The Company has adopted a Policy on Board Evaluation in compliance with Act and the Regulation 19 of Listing Regulations. The purpose of the policy is to assess the effectiveness of the Board as a whole, Committees of Board and Directors on regular basis and to take necessary steps for improving the effectiveness of the Board. The Nomination and Remuneration Committee of the Board is responsible for the evaluation of the Board, Committee and Directors.

Pecuniary Relationship or Transactions

Non-Executive Directors / Independent Directors are committed to maintain a high level of Corporate Governance and as such they do not have any material pecuniary relationship or transactions with the Company except as stated in the Corporate Governance report.

Remuneration Policy

The Nomination and Remuneration Policy has been adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee in compliance with Section 178 of the Act and Listing Regulations.

This Policy acts as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Remuneration to Non-Executive Directors / Independent Directors

The Non-Executive Directors of the Company, whether Independent or Non-Independent, are paid sitting fees for attending the meetings of the Board of Directors/Committees of Board of Directors which is within the limits prescribed under the Companies Act, 2013 and the Company has not paid any other fee or compensation to the Non-Executive Directors. There were no pecuniary relationships or transactions between the Non-Executive Directors, their associates or relatives, and the Company during the Financial Year 2024-25.

The details of remuneration paid to Non-Executive / Independent Directors of the Company during 2024-25 as sitting fees for attending the Meetings of the Board of Directors or Committees of the Board of Directors are as under:

| Name of the Director | Sitting Fees for attending meetings of the Board of Directors / Committees of Directors (in Rs.) |
|-------------------------------|--|
| INDEPENDENT | |
| Mrs. Lalitha Raghuram | 3,00,000 |
| Mr. Rajendra Mohan Gonela | 2,55,000 |
| Mr. Sudhakar Kudva | 1,95,000 |
| NOMINEE | |
| Mr. Chandra Pal Singh Yadav | 75,000 |
| NON-EXECUTIVE DIRECTOR | |
| Mr. Uday Shankar Jha | 4,35,000 |

Remuneration to Executive Directors

The Executive Directors remuneration is subject to compliance with Schedule V of the Companies Act, 2013 and other applicable provisions. The Board, on the recommendations of the Nomination and Remuneration Committee, considers the remuneration of the Executive Directors. The Board recommends the remuneration of Executive Directors, for approval of the shareholders, at the General Body Meeting or any such authority as may be required.

The remuneration paid is determined keeping in view the industry benchmark, the relative performance of the Company and on review of remuneration packages of CEO's of other organizations in the industry.

Apart from the above, the Executive Directors do not receive any other remuneration.

Perquisites include housing, medical reimbursement; leave travel concession, club fees, personal accident insurance, earned leave and car among others.

The Company has not entered into any contract with the managerial personnel and the notice period is governed by the rules of the Company and no severance fees is payable.

The Company does not have any stock option scheme for the managerial personnel.

The details of remuneration approved by the Members of the Company, for payment to Executive Directors, during 2024-25 are as under:

| Directors Name | Salary per month | Commission | Perquisites |
|-------------------|------------------|---|--|
| Mr. K. Rahul Raju | Rs.5,00,000/- | 0.5% of the net profits of the Company limited to annual salary | Perquisites other than medical reimbursement are restricted to an amount equal to the annual salary. |

Performance Evaluation of Directors and Criteria for Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the Directors individually. The performance evaluation of the Board of Directors, its Committees and Individual Directors including Independent Directors has been carried out by the Board.

The Independent Directors of the Company had reviewed the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

Meetings of Independent Directors

The Companies Act, 2013 and Listing Regulations mandate that Independent Directors of the Company shall meet at least once every year without the presence of Executive Directors or management personnel. Such meetings enable Independent Directors to discuss matters pertaining to the Company's affairs and matters mentioned in Schedule IV to the Act.

The Independent Directors meeting was convened on September 08, 2025, to consider and deliberate apart from other matters connected to the operations and strategy of the Company, to review the performance of the Non-Independent Directors, the Chairman of the Company, the Executive Director and Non-Executive Directors and the Board as a whole and to discuss aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board. However, the Meeting could not transact any business items due to lack of quorum.

Related Party Transactions

The Board's Report contains information in this regard.

Responsibilities of The Directors

Responsibilities of the Board

The primary role of the Board is that of trusteeship to protect and enhance shareholder value. As a trustee, the Board

ensures that the Company has clear goals and policies for achievement. The Board oversees the Company's strategic direction, makes strategic intervention, reviews corporate performance, authorizes and monitors strategic decision, ensures regulatory compliance and safeguards interests of stakeholders.

Responsibilities of the Chairman and Managing Director

The Board of Directors at their Meeting held on November 14, 2023, delegated powers to Mr. K. Rahul Raju, Managing Director to enable him to carry out the day-to-day operations of the Company. The powers encompass all areas such as finance, personnel, legal, general and miscellaneous powers.

Shares held by Executive and Non-Executive Directors

Mr. K. Rahul Raju, Managing Director does not hold any shares in the Company as on March 31, 2025.

None of the Non-Executive Directors hold shares in the Company as on March 31, 2025, except Mr. Sudhakar Kudva, Independent Director, who holds 715 shares in the Company.

Code of Conduct and Ethics

The Company adopted the Code of Conduct and Ethics for Directors and Senior Management Personnel. The Code was circulated to all the Members of the Board and Senior Management and the same has been put on the Company's website http://www.nfcl.in/images/pdfs/Code%20of%20Conduct%20and%20Ethics_2016.pdf.

AUDIT COMMITTEE

The Committee comprises of three Independent Directors, and one Non-Executive Director. The Company Secretary acts as secretary of the Audit Committee. The permanent invitees include Managing Director, Chief Financial Officer, and representatives of statutory auditors, internal auditors and such other executives of the Company.

The Chairman of the Audit Committee was present at the last Annual General Meeting. All the Members of the Committee possess adequate knowledge of finance and accounts. The scope of the activities of the Committee is in conformity with Regulation 18 of Listing Regulations read with Section 177(4) of the Companies Act, 2013.

The Composition of the Audit Committee and the dates on which meetings were held and the attendance particulars are as under:

| Name of the Member | Status | Category | Date of the Meetings and Attendance particulars | | | | | | |
|---------------------------------|----------|--------------|---|------------|------------|------------|------------|------------|------------|
| | | | 20.05.2024 | 31.08.2024 | 07.09.2024 | 16.09.2024 | 12.11.2024 | 04.01.2025 | 14.02.2025 |
| Mr. Rajendra Mohan Gonela | Chairman | Independent | √ | √ | √ | √ | √ | X | √ |
| Mrs. Lalitha Raghuram | Member | Independent | √ | √ | √ | X | X | √ | √ |
| Mr. Uday Shankar Jha | Member | Nonexecutive | √ | √ | √ | √ | √ | √ | √ |
| Mr. Sudhakar Kudva ¹ | Member | Independent | √ | √ | X | √ | √ | √ | √ |

The quorum for the Audit Committee is two Members or 1/3rd of the strength of the Audit Committee, whichever is higher with at least two Independent Directors present at the meeting.

Terms of Reference

- Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:

The Board of Directors and Senior Managerial Personnel have affirmed their compliance with the Code and a declaration to this effect signed by Managing Director and Company Secretary appears as annexure to the Corporate Governance report.

Training for the Board Members

As part of ongoing knowledge sharing, the Board of Directors are updated with relevant statutory amendments and landmark judicial pronouncements encompassing important laws such as Company law, SEBI Law, Income Tax Law, among others at meetings of the Board of Directors.

The Board of Directors met periodically with Senior Managerial Personnel and discusses areas of interest of the Company.

The Company, as a good governance practice, put in place a Policy on Training of Board of Directors.

Committees Of The Board

The Board of Directors has constituted various committees with specific terms of reference to ensure timely and effective working of the Board of Directors and the Company in addition to comply with the provisions of the Companies Act, 2013, Rules framed hereunder, Listing Regulations and other applicable regulations, guidelines, circulars and notifications of the Securities and Exchange Board of India (SEBI). All decisions and recommendations of the Committees are placed before the Board of Directors. The Committees constituted by the Board are:

- i. Matters required to be included in the Director's Responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
- ii. Changes, if any, in accounting policies and practices and reasons for the same.
- iii. Major accounting entries involving estimates based on the exercise of judgement by management.
- iv. Significant adjustments made in the financial statements arising out of audit findings.
- v. Compliance with listing and other legal requirements relating to financial statements.
- vi. Disclosure of any related party transactions.
- vii. Qualifications in the draft audit report.
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- g) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- h) Approval or any subsequent modification of transactions of the Company with related parties.
- i) Scrutiny of inter-corporate loans and investments.
- j) Valuation of undertakings or assets of the Company, wherever it is necessary.
- k) Evaluation of internal financial controls and risk management systems.
- l) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- n) Discussion with internal auditors any significant findings and follow up thereon.
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r) To review the functioning of the Whistle Blower mechanism.
- s) To approve the appointment of CFO / Whole time Finance Director.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- u) To consider and commend to the Board appointment of Cost Auditor of the Company.

REPORT OF THE AUDIT COMMITTEE OF DIRECTORS FOR THE YEAR ENDED MARCH 31, 2025

To the shareholders of Nagarjuna Fertilizers and Chemicals Limited:

- a. During the year under review, the Company's various departments, divisions spread all over India were audited by the In-house Internal Audit Department of the Company and the reports placed before the Audit Committee for consideration.
- b. The audits were carried out pursuant to an Audit Calendar prepared by the Internal Audit Department of the Company and approved by the Audit Committee at the beginning of the year.
- c. The Audit Committee noted the Audit Report, the view of the Audit and the management on the observations of the Internal Audit Department.
- d. The Audit Committee's suggestions from time to time were implemented by the Company during the year.
- e. The Internal Audit Department adopted a risk-based approach to the Internal Audit in accordance with the recommendations of the Institute of Chartered Accountants of India. This was in comparison to the earlier system of transaction mode of Audit.
- f. The Audit Committee sought clarifications from the Auditors, Cost Accountant and the Management of the Company, whenever required, in relation to the financial matters of the Company as per the scope and powers of the Audit Committee.
- g. The Audit Committee meetings were interactive.

Hyderabad
May 30, 2025

Sd/-
Rajendra Mohan Gonela
Chairman Audit Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three Directors.

The Composition of the Nomination and Remuneration Committee and the dates on which meetings were held and the attendance particulars are as under:

| Name of the Member | Status | Category | Date of the Meetings and Attendance particulars | | |
|----------------------------|-------------|---------------|---|------------|------------|
| | | | 20.05.2024 | 04.01.2025 | 03.02.2025 |
| Mrs. Lalitha Raghuram | Chairperson | Independent | √ | √ | √ |
| Mr. Rajendra Mohana Gonela | Member | Independent | √ | X | √ |
| Mr. Uday Shankar Jha | Member | Non-Executive | √ | √ | √ |

The quorum for the meeting is two Members or 1/3 of the members whichever is greater including atleast one Independent Director in attendance.

Terms of Reference:

- 1) Formulate and recommend to the Board a Remuneration Policy, relating to the remuneration for the directors, key managerial personnel and other employees and review/ modify the same from time to time
- 2) Formulate criteria for determining qualifications, positive attributes and independence of a director and review/ modify the same from time to time
- 3) Identify persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal.
- 4) Carry out evaluation of every director's performance.
- 5) Devising a policy on Board diversity.
- 6) To select, retain and terminate the services of any consultant who shall assist the Committee in discharging its functions.

The performance evaluation of Independent Directors has been carried out based on the following criteria's:

- a) The independent Director is Independent from the entity,
- b) Director upholds ethical standards of integrity and probity,
- c) Director exercises objective independent judgment in the best interest of the company,
- d) Director has effectively assisted the Company is implementing best corporate governance practice and then monitors the same,
- e) Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.,
- f) Director keeps himself/herself well informed about the Company and external environment in which it operates,
- g) Director acts within his authority and assists in protecting the legitimate interest of the Company, shareholder and employees,
- h) Director maintains high level of confidentiality, and
- i) Director adheres to the applicable code of conduct for independent directors.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of three directors with two Independent Directors. The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting.

The Composition of the Stakeholders Relationship Committee and the dates on which meetings were held and the attendance particulars are as under:

| Name of the Member | Status | Category | Date of the Meetings and Attendance particulars | | | |
|---------------------------|-------------|---------------|---|------------|------------|------------|
| | | | 20.05.2024 | 31.08.2024 | 12.11.2024 | 14.02.2025 |
| Mrs. Lalitha Raghuram | Chairperson | Independent | √ | √ | X | √ |
| Mr. Uday Shankar Jha | Member | Non-Executive | √ | √ | √ | √ |
| Mr. Rajendra Mohan Gonela | Member | Independent | √ | √ | √ | √ |

The quorum for the meeting is two Members present in person.

Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee are in accordance with the provisions of Companies Act, 2013 and the Listing Regulations. It discharges such other functions as may be delegated by the Board of Directors from time to time. The role of the Stakeholders Relationship Committee includes resolving the grievances of the security holders of the Company, issue of duplicate certificates for securities of the Company, deciding the dates of book closure/ record date in respect of shares and other securities issued by the Company, review of measures taken for effective exercise of voting rights by shareholders, review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company and approve, from time to time, issue of new share certificates and transfer/transmission of shares to Investor Education and Protection Fund Authority or any other statutory body or authority, as may be applicable, and all other matters allied or incidental thereto, in pursuance of the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. In order to provide quick service to investors and expedite the process of transfers, the Board of Directors had delegated sufficient powers to the Company's executives to deal with various matters including transfer of shares, transmission of shares, etc

Name, Designation, and address of Compliance Officer

Mr. Sreekanth Chanda
Company Secretary and Compliance officer
Nagarjuna Fertilizers and Chemicals Limited
"D. No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500082
Telephone: 040-23358405
E-mail: secretarial@nfcl.in

Shareholders' complaints received and solved during the year:

The company has 3,29,327 shareholders as on March 31, 2025. During the financial year 2024-25, the status of investor complaints were as follows:

| No. of Investor complaints* | | | |
|----------------------------------|----------|---|--------------------------|
| Opening balance as on 01.04.2024 | Received | Solved to the satisfaction of investors | Pending as on 31.03.2025 |
| 0 | 11 | 11 | 0 |

* The Investor complaints as received from the Stock Exchanges / SEBI.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee comprises of three Directors. The Committee met once during the year.

The Composition of the Corporate Social Responsibility Committee and the dates on which meetings were held and the attendance particulars are as under:

| Name of the Member | Status | Category | Date of the Meetings and Attendance particulars |
|-----------------------|-------------|---------------|---|
| | | | 31.08.2024 |
| Mrs. Lalitha Raghuram | Chairperson | Independent | √ |
| Mr. K Rahul Raju | Member | Executive | √ |
| Mr. Uday Shankar Jha | Member | Non-Executive | √ |

The quorum for the meeting is two Members present in person.

The terms of reference:

The terms of reference of the Corporate Social Responsibility Committee are as prescribed under the Companies Act, 2013 and the Rules framed there under, and it discharges such other functions as may be delegated by the Board of Directors from time to time. The role of the Committee includes formulating and recommending to the Board of Directors a Corporate Social Responsibility ("CSR") Policy indicating the activities to be undertaken by the Company as specified in the Companies Act, 2013, recommending the amount of expenditure to be incurred on such activities and monitoring the CSR Policy of the Company from time to time. The Corporate Social Responsibility Committee also reviews periodically the progress of CSR projects / programs / activities undertaken by the Company.

RISK MANAGEMENT COMMITTEE

Business Risk Evaluation and Management is an ongoing process within the Company. The Company has a robust risk management framework to identify, monitor, mitigate and minimize risks as also to identify business opportunities.

The Composition of the Risk Management Committee is in compliance with Regulation 21 of Listing Regulations.

The Composition of the Risk Management Committee and the dates on which meetings were held and the attendance particulars are as under:

| Name of the Member | Status | Category | Date of the Meetings and Attendance particulars | | | |
|-----------------------|--------|---------------|---|------------|------------|------------|
| | | | 20.05.2024 | 31.08.2024 | 12.11.2024 | 14.02.2025 |
| Mr. K Rahul Raju | Member | Executive | √ | √ | √ | √ |
| Mr. Uday Shankar Jha | Member | Non-Executive | √ | √ | √ | √ |
| Mrs. Lalitha Raghuram | Member | Independent | √ | √ | X | X |

The quorum for the meeting shall be either two Members or one third of the members of the Committee whichever is higher including at least one member of the Board of Directors in attendance.

The terms of reference of the Committee are as follows:

- To lay down procedures to inform the Board of the risk assessment and risk minimization procedures in the Company.
- To formulate a detailed risk management policy which shall include
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- 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, including by considering the changing industry dynamics and evolving complexity;

- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

SHARES AND DEBENTURES COMMITTEE

The Shares and Debentures Committee comprises of:

| Name of member | Status |
|----------------------|----------|
| Mr. Uday Shankar Jha | Chairman |
| Mr. K. Rahul Raju | Member |

The Committee has not met during the year 2023-24 and considered the matters through circulation.

The quorum is two Members present in person.

Terms of reference:

Allotment of shares, debentures, securities, accept calls in advance and/or share capital not called up, approve/reject or otherwise deal with applications for transfer, transmission, transposition, mutation of shares and debentures, issue share and debenture certificates including duplicate, split, sub-divide or consolidated certificates and to deal with all related matters.

MANAGEMENT COMMITTEE

The Management Committee of Directors met four times during 2024-25.

The Composition of the Management Committee and the dates on which meetings were held and the attendance particulars are as under:

| Name of the Member | Status | Date of the Meetings and Attendance particulars | | | |
|----------------------|----------|---|------------|------------|------------|
| | | 20.05.2024 | 31.08.2024 | 12.11.2024 | 14.02.2025 |
| Mr. Uday Shankar Jha | Chairman | √ | √ | √ | √ |
| Mr. K. Rahul Raju | Member | √ | √ | √ | √ |
| Ms.Lalitha Raghuram | Member | √ | √ | X | √ |

The quorum is two Members present in person.

Terms of reference:

1. To review the operations of the Company from time to time and also formulate and review corporate objectives and strategies including long range plans for expansion / diversification of the Company's activities.
2. To formulate annual budgets/business plans for the Company.
3. To approve capital expenditure other than proposals for expansion, diversification, modernization and de-bottlenecking, including Research Projects and R&D division and investment in immovable property, above Rs.5 crore up to Rs.10 crore per proposal, excluding the authority already delegated to Managing Director or Internal Management, as the case may be, as per Delegation of Authority.
4. To approve revenue expenditure above Rs.5 crore up to Rs.10 crore in case of procurements on a single tender basis or above Rs.10 crore up to Rs.15 crore on multi-tender basis excluding the authority already delegated to Managing Director or Internal Management, as the case may be, as per Delegation of Authority.
5. To make donations/contributions to charitable and other funds other than to any political party or for political purposes up to an aggregate amount of Rs.10 lakh in any financial year.
6. To lay down and review from time to time the Company's employment policy.

BANKING COMMITTEE

The committee has not met during the year under review 2024-25.

The Banking Committee comprises of

| Name of the Member | Status |
|----------------------|----------|
| Mr. Uday Shankar Jha | Chairman |
| Mr. K Rahul Raju | Member |

The quorum is two Members present in person.

Terms of reference:

Availment of fund-based and non-fund-based credit facilities by the Company from Financial Institutions and Banks as per the limits delegated by the Board of Directors of the Company.

INVESTMENT COMMITTEE

The committee has not met during the year under review 2024-25.

The Investment Committee comprises:

| Name of the Member | Status |
|----------------------|----------|
| Mr. Uday Shankar Jha | Chairman |
| Mr. K Rahul Raju | Member |

The quorum is two Members present in person.

Terms of reference:

1. Investment of surplus funds in units, discounting of LC backed bills, clean bill discounting, inter-corporate deposits and investment in shares.
2. To disinvest or pledge the securities such as shares, debentures, government bonds, among others, held by the Company in its name from time to time and do all such acts, deeds and things that are necessary in this regard.

RISK ASSESSMENT AND MINIMISATION PROCEDURE

The Company formulated an Enterprise Risk Management System to manage and mitigate unforeseen risks. The implementation of this system is through the Risk Management Steering Committee. The Committee is supported at the plant by the Plant Risk Management Committee and at the corporate office by Corporate Risk Management Committee.

The Committee at an early stage identifies, manages and responds to critical, cautionary and manageable risks in a systematic manner. To actively involve and inculcate the risk management right down the organization, 'Risk Owners and Risk Champions' were appointed for each department. Board members periodically review existing/new risks and action plans formulated to mitigate the risks.

SUBSIDIARY COMPANIES

The Company does not have any "material subsidiary" as defined in the Listing Regulations. The Company's policy on "material subsidiary" is placed on the Company's website and can be accessed through web link <http://www.nfcl.in/images/pdfs/Policy%20on%20Material%20subsidiary.pdf>

The Financial Statements and Minutes of Meeting of Board of Directors of Subsidiary Company are tabled at the Meetings of the Audit Committee and Board of Directors of the Company.

PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated the “Code of Conduct to Regulate, Monitor and Report Trading by Insiders” which allows the formulation of a trading plan subject to certain conditions and requires preclearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares, by the Directors, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's shares is closed. The Company Secretary is responsible for implementation of the Code. The Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

The code can be accessed through web link: http://www.nfcl.in/images/pdfs/Code_of_conduct_for_prohibition_of_Insider_Trading_N.pdf

CODE OF CONDUCT AND ETHICS

The Company adopted the Code of Conduct and Ethics for Directors and Senior Management Personnel which forms the basis of its ethics and compliance program. The Code was circulated to all the Members of the Board and Senior Management and the same has been put on the Company's website http://www.nfcl.in/images/pdfs/Code%20of%20Conduct%20and%20Ethics_2016.pdf

The Board of Directors and Senior Managerial Personnel have affirmed their compliance with the Code and a declaration to this effect signed by Managing Director and Company Secretary appears as annexure to the Corporate Governance Report.

C. MANAGEMENT

The Particulars of Senior Management for the FY 2024-25:

| S. No. | Employee Name | Designation | Department |
|--------|---|----------------------------|---|
| 1 | Ramesh Madhav Deshpande | Sr. ED & Head-Operations | O/O Sr. Exe. Director & Head Operations |
| 2 | R Raghavan | ED - Manufacturing | O/O Sr. Exe. Director & Head Operations |
| 3 | A Nasara Reddy | ED - Sales & Marketing | DSB |
| 4 | Gollapudi Sai Srinivasa Rao (Resigned on Mar 31, 2025) | Sr. Vice President - Legal | Legal |
| 5 | Annam Sudhakara Rao (Resigned as CFO on Jan 04, 2025) | Vice President – F&A | Finance |
| 6 | Sankara Rao Reesu (Resigned on Jun 30, 2024) | Head - HPD | HPD |
| 7 | Vijaya Bhasker M (Resigned on Feb 03, 2025) | Company Secretary | Secretarial |
| 8 | B Vinod Kumar | Chief Internal Auditor | Internal Audit |
| 9 | Rajesh Kumar Natarajan | Consultant - IT | Information Technology |
| 10 | Kapalli Srirama Raju (Appointed on Jan 04, 2025) | Chief Financial Officer | Finance |
| 11 | Sreekanth Chanda (Appointed on Feb 03, 2025) | Company Secretary | Secretarial |
| 12 | A V S Subhash Babu | Executive Assistant | O/O MD |

The management identifies, measures, monitors and minimizes the risk factors in the business and ensures safe, sound and efficient operation. The Company developed and implemented policies, procedures and practices that attempt to translate the

Company's core purpose and mission into a reality.

All these policies, procedures and practices are elaborated hereunder:

1) Policy on Corporate Governance

The Company always makes conscious efforts to inculcate best global Corporate Governance practices and goes beyond adherence to regulatory framework. The Company towards its commitment to trusteeship, transparency, accountability and equality in all its dealings and to maintain positive bonding has put in place a 'Policy of Corporate Governance'.

2) Policy on Corporate Social Responsibility (CSR)

The Company's dedicated philosophy of Serving Society through Industry is envisaged through the above policy. At Nagarjuna, CSR is an initiative to create new value to economic, environmental and social issues and is intended to identify your Company with the society to establish rapport, increase competitiveness, and achieve sustainable growth, for better social development.

3) Policy on Vendor's Grievances

To ensure consistent smooth and timely supply of quality material and services at economically viable and competitive prices from various vendors, without any grievances, the Policy on Vendors' Grievances is adopted.

4) Policy on Supply Chain

Your Company, being the largest manufacturer and marketer of agri inputs in South India, introduced a 'Policy on Supply Chain', to ensure quality products are delivered on time to end customers through a network of suppliers.

5) Prohibition of Insider Trading

The Company had implemented a Policy prohibiting Insider Trading in conformity with regulations of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and now is aligned the Insider Trading to the SEBI (Prohibition of Insider Trading) Regulations, 2015. Necessary procedures have been laid for insiders identified from time to time, prohibiting trading in the securities of the Company, based on unpublished price sensitive information.

6) Policy on Succession Planning

Your Company has put in place a policy on succession planning, which is an ongoing process that identifies necessary competencies, and then works to assess, develop, and retain a talent pool of associates, in order to ensure a continuity of leadership for all critical positions.

7) Policy on Employee Participation in Management (EPM)

Your Company framed a mechanism where the associates have an involvement and ownership in the decision making process of the organization. The purpose of EPM is to increase production and productivity, evaluate costs, develop personnel, expand markets and risk management.

8) Whistle Blower Policy / Vigil Mechanism

The Company formulated a policy in compliance with Regulation 22 of Listing Regulations and Section 177(9) of the Companies Act, 2013. The Policy aims to prohibit managerial personnel from taking adverse personnel action against employees disclosing in good faith, alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement, and misappropriation of public funds, among others.

Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee.

No personnel of the Company were denied access to the Audit Committee.

9) Legal Compliance Policy

The Company has a Legal Compliance Policy for duly complying with central, state and local laws and regulations to achieve and maintain high business standards and benchmark the internal legal practices against international standards.

10) Policy on Conflict Management

The Company adopted a Policy on Conflict Management, which aims to resolve conflicts, at the lowest possible level, using procedures that address and respect the needs, interest and rights of associates in a fair and efficient manner. This is attained through the use of both, formal and informal conflict management processes. These tools are effectively coordinated through the Conflict Management System (CMS).

11) Policy on Training for Board of Directors

At Nagarjuna, we strongly believe in continuous learning. The policy ensures that the Board of Directors, being at the highest level in the organisation structure, too require training and development, to update themselves and provide best services to the Company. The training requirements of Directors vary in view of their nature of nomination on the Board and their training needs are structured accordingly.

12) Policy on Induction of Directors

The policy places the responsibility on the Chairman of the Board to ensure that all new Board members are briefed and have access to all aspects of the Company's operations. The new Directors are briefed on several matters like, duties and powers of Directors, special duties or arrangements attaching to the position, requirement to disclose Directors interest, confidentiality and right to access

Company information, among others. Additionally, new Directors are provided with other information like the Company's constitution, policies, organization structure and other relevant information.

13) Board Charter

This Charter sets out the role, structure, responsibilities and operations of the Board of the Company and its delegation of authority to the management.

The Charter sets out the role of the Board as a Trustee of the stakeholders and the Company, who provides strategic direction, review corporate performance, authorize and monitor strategic decisions, ensure regulatory compliances and safeguard their interest.

14) Forex Risk Management Policy

The Company constituted a Forex Risk Committee to achieve the specific objectives of managing treasury risks within the Company's strategic approach towards business and risk management.

The Company has drawn up a Forex Risk Management Policy with the objectives of forex risk management, the risk management organization structure, the benchmarks to measure performance, operational processes to identify, measure, monitor and manage forex risks, appropriate control parameters and MIS. The minutes of the Forex Risk Committee are reviewed by the Board of Directors at every Board meeting.

15) Policy on Corporate Sustainability

At Nagarjuna, the environmental and community responsibility extends beyond the narrow confines of compliance with statutorily-stipulated standards and aims to maintain long term harmony.

16) Policy on Sexual Harassment at workplace

Policy on Sexual harassment at the work place has been framed to be in line with The Sexual Harassment at the Workplace (Prevention, Prohibition and Redressal) Act 2013 and The Sexual Harassment at the Workplace (Prevention, Prohibition and Redressal) Rules 2013.

Any form of sexual harassment is unacceptable and therefore this policy is being framed to prohibit, prevent or deter the commission of acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment.

17) Policy on Related Party Transactions

The Company has formulated a Policy on Materiality of Related Party Transactions In compliance with Regulation 23 of Listing Regulations. The Company to the extent possible does ensure that there are no related party transactions and if entered into due to exigencies and in the event entered into shall enter into the transaction as if entered into between unrelated parties.

The Company has formulated a "Policy for Related Party Transactions" and can be accessed at http://www.nfcl.in/images/pdfs/Policy_on_Related_Party_Transactions.pdf

No Related Party Transaction is entered into by the Company, except in accordance with the provisions of this Policy.

18) Policy on Board Evaluation

The purpose of the policy is to assess the effectiveness of the Board as a whole, Committees of Board and Individual Directors (Independent and Non-Independent) on regular basis and to take necessary steps for improving the effectiveness of the Directors involvement in decision making in the Board.

19) Policy on Nomination and Remuneration

This policy acts as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees

20) Policy for determining Material Subsidiaries

The Policy for determining Material Subsidiaries pursuant to Regulation 16 (c) of Chapter IV of Listing Regulations, determines the criteria for classifying a subsidiary as 'Material' in accordance with the provisions of this Policy.

The Company has formulated a "Policy for determining Material Subsidiaries" and can be accessed at

<http://www.nfcl.in/images/pdfs/Policy%20on%20Material%20subsidiary.pdf>

21) Policy for preservation and archival of documents

The Policy sets out the standard for classifying, managing and storing of records of the Company and establishes a framework for effective record management and the process for subsequent archival of such records.

22) Policy on Control of Stationary

The Policy sets out control on stationery used by Share Transfer Agent (STA) including but not limited to blank certificates, dividend / interest / redemption warrants and to periodically verify the stationary by physical verification in a transparent manner as required by Securities and Exchange Board of India (SEBI).

23) Policy on Disclosure of Material Events

The Policy is drawn in accordance with Regulation 30 of Listing Regulations which states that every Company listed on the Stock Exchange shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed Company, is material.

24) Policy on Bio-diversity

Protecting and enhancing biodiversity which is an integral part of the Company's commitment to sustainable development.

25) Gift Policy

The purpose of this Policy is to inform one and all of the Company's philosophy on acceptance by associates and giving of gifts to others.

26) HSE Policy

To lay down a policy in relation to Health, Safety and Environment.

27) Human Rights Policy

The purpose of this policy is to ensure protecting human life and promoting social well-being.

28) Policy on Dividend Distribution

The policy sets out the parameters and circumstances that will be taken into account by the Board of Directors of the Company in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company.

The policy on dividend distribution appears on the website of the Company under http://www.nfcl.in/images/pdfs/Dividend_Distribution_Policy.pdf

MANAGEMENT DISCUSSION AND ANALYSIS

The Annual Report has a detailed annexure on Management Discussion and Analysis.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

The Company, in compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has prepared the Business Responsibility and Sustainability Report (BRSR) for the year ended March 31, 2025.

The BRSR can be accessed on the Company's website at <http://www.nfcl.in/index.php/investors-desk/sustainability-report-brsr>

MANAGEMENT DISCLOSURES

Directors and Senior Management Personnel of the Company, as well as certain identified key associates, in compliance with Regulation 26 of Listing Regulations, make annual disclosures to the Board relating to all material, financial and commercial transactions where they have interest, conflicting with the interest of the Company. The interested Directors do not participate in the discussion nor do they vote on such matters when the matter is considered by the Board of Directors.

D. STAKEHOLDERS INFORMATION

DISSEMINATION OF INFORMATION

The Company established systems and procedures to disseminate relevant information to its stakeholders including shareholders, auditors, suppliers, customers, employees and financiers. The primary source of information regarding the operations of the Company, including the quarterly results, can be viewed on the Company's website www.nfcl.in

The quarterly and annual results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors and published in widely circulated English newspaper and in vernacular newspaper.

Green Initiative:

As a responsible corporate citizen, the Company accepts and supports the "Green Initiative" undertaken by the Ministry of Corporate Affairs, enabling delivery of documents including Annual Reports through electronic mode to shareholders at their e-mail address registered with the Depository Participants / Company.

The Company has proactively requested the shareholders to inform their email IDs. As an investor-friendly measure, the unaudited quarterly financial results and audited financial results for the year ended March 31, 2024, of the Company were emailed in addition to being published in newspapers.

The Company uses this channel of communication extensively to carry out substantial correspondence with the shareholders

to reduce costs while maintaining reach to the shareholders. Shareholders, who have not yet registered their email IDs, may immediately do so at investors@nfcl.in.

Investor Grievance Redressal

The company has 3,29,327 shareholders as on March 31, 2025. The Company during April 1, 2024 to March 31, 2025 received and attended/resolved 1698 letters from the investors and dematerialized/rematerialized 829 requests for dematerialization /rematerialization of shares.

The table below lists the details of shareholder's or depositor's queries/ complaints/requests received and resolved during 2024-25.

| Nature of Letters | Opening Balance | Received | Replied | Closing Balance |
|-----------------------------------|-----------------|----------|---------|-----------------|
| Change of address | 0 | 0 | 0 | 0 |
| Revalidation of dividend warrants | 0 | 0 | 0 | 0 |
| Share transfers | 0 | 0 | 0 | 0 |
| Demat / Remat of Shares | 0 | 829 | 829 | 0 |
| Issue of duplicate certificates | 0 | 52 | 52 | 0 |
| Transmission of shares * | 0 | 60 | 60 | 0 |
| General queries | 0 | 1698 | 1698 | 0 |

SHARE TRANSFER SYSTEM

The Company's transfer of shares is fully computerized. Applications for transfer of shares held in physical form are received at the office of the Company's In-house RTA. All valid transfers/transmissions are processed and registered within 15 days from the date of receipt.

Shares held in the dematerialized form are electronically traded in the Depository and the Registrars & Share Transfer Agents of the Company periodically receive from the Depository the beneficiary holdings so as to enable them to update their records and send all corporate communications, dividend warrants, etc.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the shareholders.

Transfer of unpaid and unclaimed amounts to Investor Education and Protection Fund (IEPF)

The Company in terms of provisions of Companies Act, 2013 and Investor Education and Protection Fund, Rules, 2016, had transferred dividend which remained unpaid and unclaimed for a period of 7 years along with their corresponding shares to IEPF.

The Members / claimants whose shares, unclaimed dividend, etc. which have been transferred to the demat account of the IEPF Authority, may apply for refund or claim the shares respectively by making an application to the IEPF Authority in Form IEPF- 5.

Name, designation, and address of Nodal Officer

Mr. Sreekanth Chanda
Company Secretary and Compliance officer
Nagarjuna Fertilizers and Chemicals Limited
"D. No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500082
Telephone: 040-23358405
E-mail: secretarial@nfcl.in

Remote E-voting and E-voting during the AGM

In terms of the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General circulars, the Company is providing remote e-voting facility and e-voting facility during the 19th AGM to enable members to cast their vote electronically on all the resolutions set forth in the Notice to the 19th Annual General Meeting to be held on Monday, September 30, 2024, at 10.00 AM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting platform to the Members.

Shareholders holding shares in dematerialized form and shareholders who have registered their email addresses with the Company shall receive the remote e-voting instructions by email.

Remote e-voting facility will be available on the website www.evotingindia.com from Saturday, September 27, 2025, at 09.00 A.M and ends on Monday, September 29, 2025, at 5.00 P.M, after which the facility will be disabled by CDSL and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website www.evotingindia.com.

The voting right of shareholders shall be in proportion to the amount paid up on the total number of shares held by the respective shareholder with the total share capital issued by the company as on the cut-off date i.e. September 23, 2025.

Dematerialization of shares and liquidity

The shares of the company are under the category of compulsory delivery in dematerialized mode by all categories of investors.

The company signed agreements with both the depositories, National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2025, 96.73 % of the shares of the company are held in electronic mode.

The status of the company's equity shares is furnished below:

| | |
|--|--------------|
| Total No. of equity shares | 59,80,65,003 |
| Total No. of shareholders as on March 31, 2025 | 3,29,327 |

The table below shows the status of the equity shares of the company as on March 31, 2025:

| Mode of Shareholding | No. of Shares | % to Total Equity Shares | No. of Shareholders | % to Total Shareholders |
|-------------------------|---------------------|--------------------------|---------------------|-------------------------|
| Physical form | 1,95,58,154 | 3.27% | 84,352 | 25.61% |
| Held in electronic mode | 57,85,06,849 | 96.73% | 2,44,975 | 74.39% |
| Total | 59,80,65,003 | 100.00% | 3,29,327 | 100.00% |

The company's ISIN No. for dematerialization for both NSDL and CDSL is INE454M01024

RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of Regulation 76 (1) (1) of SEBI (Depositories and Participants) Regulations, 2018 a Practicing Company Secretary of the Institute of Company Secretaries of India, has carried out the Reconciliation of Share Capital Audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The Certificate from the Practicing Company Secretary for the same is submitted to the Stock Exchanges and is also placed before the Board of Directors.

| S.No. | Share holders Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % change in share holding during the year |
|---------------|-----------------------------------|---|----------------------------------|--|--------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | |
| Core Promoter | | | | | | | | |
| 1 | Agri Vestors Private Limited | 0 | 0 | 0 | 271772140 | 45.44 | 19.46 | 45.44 |
| Co- Promoter | | | | | | | | |
| 1 | Governor of Andhra Pradesh | 21427989 | 3.58 | - | 21427989 | 3.58 | - | 0.00 |
| 2 | KRIBHCO | 10162726 | 1.69 | - | 4664190 | 0.78 | - | (0.91) |
| 3 | Fireseed Limited | 8800000 | 1.47 | - | 8800000 | 1.47 | - | 0.00 |
| 4 | Saipem SPA | 4400000 | 0.74 | - | 4400000 | 0.74 | - | 0.00 |
| 5 | Amlika Mercantile Private Limited | 296072140 | 49.51 | 49.51 | 49.51 | 0 | 0 | (49.51) |
| | TOTAL | 340862855 | 56.99 | 49.51 | 49.51 | 311064319 | 19.46 | (4.98) |

DISTRIBUTION OF SHAREHOLDING

The table below shows the distribution of shareholding of various groups as on March 31, 2024

| Shareholding | Shareholders | | Shareholding | |
|------------------|---------------|---------------|------------------|---------------|
| | Number | % to Total | Value in Rs. | % to Total |
| Upto 5000 | 322858 | 98.04 | 123902518 | 20.72 |
| 5001 – 10000 | 3504 | 1.06 | 26420763 | 4.42 |
| 10001 – 20000 | 1604 | 0.49 | 23292505 | 3.89 |
| 20001 – 30000 | 544 | 0.17 | 13505027 | 2.26 |
| 30001 – 40000 | 231 | 0.07 | 8205208 | 1.37 |
| 40001 – 50000 | 177 | 0.05 | 8342243 | 1.39 |
| 50001 – 100000 | 247 | 0.08 | 18189377 | 3.04 |
| 100001 and Above | 162 | 0.05 | 376207362 | 62.90 |
| TOTAL | 329327 | 100.00 | 598065003 | 100.00 |

The table below lists the distribution of promoter and non-promoter shareholding as on March 31, 2025.

| | Category | No. of shares held | % of share-holding |
|----|--|--------------------|--------------------|
| A. | Promoter's holding | 311064319 | 52.01 |
| B. | Non-promoters holding | | |
| | I. Institutional investors | | |
| | a. Mutual funds and UTI | 4620 | 0.00 |
| | b. Banks, financial institutions, insurance companies (Central/state government institutions/ non-government institutions) | 16348 | 0.00 |
| | c.Foreign Institutional Investors/FPI/QIB | 443082 | 0.08 |
| | II. Others | | |
| | a. Private corporate bodies | 12274221 | 2.05 |
| | b. Indian public | 235839439 | 39.43 |

| | Category | No. of shares held | % of share-holding |
|--|--------------------------------------|--------------------|--------------------|
| | c. NRIs/OCBs | 6413580 | 1.07 |
| | d. Any other (please specify) trusts | 115973 | 0.02 |
| | e. Foreign National | 1072 | 0.00 |
| | f. HUF | 7620331 | 1.28 |
| | g. IEPF | 24272018 | 4.06 |
| | GRAND TOTAL | 598065003 | 100.00 |

The table below lists the details of persons holding more than 1% shareholding in the Company as on March 31, 2025.

| S. No. | Name of the Company | % |
|--------|-----------------------------------|--------------|
| | Promoters | |
| 1 | Agri Vestors Private Limited | 45.44% |
| 2 | Governor of Andhra Pradesh | 3.58% |
| 3 | Fireseed Limited | 1.47% |

LIST OF PROMOTER COMPANIES OF THE COMPANY

Promoters

1. Agri Vestors Private Limited
2. Fireseed Limited
3. Government of Andhra Pradesh
4. Krishak Bharati Co-operative Limited
5. Saipem S.p.A. (formerly Snamprogetti S.p.A)

DETAILS OF GENERAL MEETINGS

The 18th Annual General Meeting of the Company was held at the Registered Office of the Company at D.No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, through Video Conferencing / Other Audio Visual Means

The 17th Annual General Meeting of the Company was held at the Registered Office of the Company at D.No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, through Video Conferencing / Other Audio Visual Means.

The 16th Annual General Meeting of the Company was held at the Registered Office of the Company at D.No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, through Video Conferencing / Other Audio Visual Means.

The details of approvals accorded by Special Resolution by shareholders at the last three Annual General Meetings are as under:

| No of AGM & F.Y | Date & Time | Special Resolutions passed |
|------------------|---------------------------------|---|
| 18th AGM 2023-24 | September 30, 2024 at 10.00 A.M | <ul style="list-style-type: none"> • Appointment of Mr. Uday Shankar Jha (DIN: 00056510) who retires by rotation and being eligible offers himself for re-appointment. • continuation of Directorship of Mr. Sudhakar Kudva (DIN:02410695) as an Independent Director. |
| 17th AGM 2022-23 | September 15, 2023 at 10.00 A.M | <ul style="list-style-type: none"> • Appointment of Mr. Sudhakar Kudva as an Independent Director for a term of five years. • Reappointment of Mr. K Rahul Raju as a Managing Director for a term of three years subject to compliance with the requirements of Companies Act, 2013. • Slump sale of unit(s), whole or substantially the whole of the undertaking(s) of Ammonia, Urea and MI businesses along with related assets and liabilities. • Debt resolution and Funding. |
| 16th AGM 2021-22 | November 29, 2022 at 10.00 A.M | Nil |

The details of approvals accorded by Special Resolution by shareholders at the last three Extraordinary General Meetings are as under:

| Date | Time | Transactions / Business approved by Special Resolutions |
|--------------------|---------|---|
| September 12, 2011 | 9.00 AM | <ul style="list-style-type: none"> • Alteration of Articles of Association as per Section 31 of the Companies Act, 1956. • Contribution of sum not exceeding Rs.1 crore per year to Nagarjuna Oil Refinery Limited (NORL) pursuant to Clause 29 of the Composite Scheme of Arrangement and Amalgamation and in accordance with Section 372A of the Companies Act, 1956 |
| August 19, 2011 | 9.00 AM | <ul style="list-style-type: none"> • Change of Name of the Company from Kakinada Fertilizers Limited to Nagarjuna Fertilizers and Chemicals Limited as per Section 21 of the Companies Act, 1956 and Orders of the High Court of Andhra Pradesh and High Court of Mumbai • Alteration of Articles of Association of the Company pursuant to the provisions of Section 31 of the Companies Act, 1956 and Orders of the High Court of Andhra Pradesh and High Court of Mumbai |

| Date | Time | Transactions / Business approved by Special Resolutions |
|-------------------|---------|---|
| February 25, 2011 | 2.30 PM | <ul style="list-style-type: none"> • Cancellation of existing capital of Rs.5 Lakhs of the Company pursuant to Section 100 to 103 subject to sanction of Composite Scheme • Approval of the Company to borrow any sum of money as per section 293(1)(d) of the Companies Act, 1956. • Approval to create mortgage and/or charge as per Section 293(1)(a) of the Companies Act, 1956. |

DETAILS OF PUBLIC FUNDING IN THE LAST THREE YEARS

The Company has not raised any funds from the public. There are no GDRs / ADRs / Warrants or any convertible instruments as at the end of March 31, 2025.

Commodity Price Risk/ Foreign Exchange Risk and hedging activities:

The commodity price risk of the Company may arise mainly out of imported fertilizers due to fluctuation of prices in the international market. The Company controls such risk through dynamic sourcing strategy and supply plan including constant review of market conditions and costing of competitors. In addition to the above, the prices of natural gas are subject to fluctuation on account of change in prices of crude oil and demand-supply factors. The Company is not affected by price volatility of natural gas as the cost of natural gas is pass through under the Urea pricing policy if the consumption is within the permissible norms. The Company did not enter any transaction for hedging the commodity price risk.

The foreign exchange risk of the Company arises mainly out of import of fertilizers. The Company continuously monitors its foreign exchange exposure and hedges its foreign exchange risk exposure to the extent considered necessary through forward contracts and option structures.

MONEYS REMAINING UNCLAIMED WITH THE COMPANY

There are no unclaimed fixed deposits, unclaimed deposits and interest on deposits.

The unclaimed dividends has been transferred to IEPF Authority in terms of the provisions of the Companies Act, 2013.

The Company has opened an Escrow suspense account, in relation to pending dematerialization of shares and unclaimed shares by the share holders.

Disclosure of certain types of agreements binding listed entities

We have been informed that Amlika Mercantile Private Limited (Amlika), was holding 29,60,72,140 shares amounting 49.51%. Amlika has sold 2,43,00,000 shares amounting to 4.07% in the open market.

The Company has received communication on March 31, 2025, on Inter-se transfer of shares among qualifying persons, Amlika Mercantile Private Limited, promoters of the Company (seller) and Agri Vestors Private Limited (Acquirer) that Amlika (Seller) and Agri Vestors (Acquirer) have entered into a Share Purchase Agreement dated March 28, 2025, for the sale and

purchase of 27,17,72,140 shares comprising of 45.4419% as under:

15,54,12,063 Shares comprising of 25.9859% were sold and acquired, respectively by way of Block Deal through NSE at prevailing market price of Rs. 4.31 /- per share on March 28, 2025.

The remaining shares of 11,63,60,077 comprising of 19.4560% were sold and acquired respectively by way of the Share Purchase Agreement dated March 28, 2025, at prevailing market price of Rs. 4.31/- per share (arrived at through the Block Deal)

The purchase is completed and the consideration has been paid in full.

Certifications:

The Managing Director and Chief Financial Officer/General Manager - Accounts, certify every quarter that the unaudited financial results of the Company do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification:

As required under Regulation 17(8) of the Listing Regulations, the Managing Director / Chief Executive Officer and Chief Financial Officer/General Manager - Accounts of the Company have certified the accuracy of Financial Statements, the Cash Flow Statements and adequacy of Internal Control Systems for financial reporting for the year ended March 31, 2024, and the Certificate is annexed to this Report.

Code of Conduct and Ethics Certification:

The Company had adopted Code of Conduct and Ethics which is available on the website of the Company (www.nfcl.in). The declaration given by Managing Director of the Company affirming compliance of the Code by the Board Members and Senior Management Personnel of the Company during the Financial Year 2023-24 is annexed to this Report.

Corporate Governance Compliance Certification:

A certificate from Company Secretary in Practice regarding compliance of conditions on Corporate Governance is annexed to this Report.

Director's disqualification certificate:

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 SEBI / Ministry of Corporate Affairs or any such statutory authority, is annexed to this report.

OTHER COMPLIANCES

Your Company, in recent years, undertook a series of initiatives, going beyond regulatory requirements, to ensure excellence in governance and to promote the interests of all stakeholders.

Secretarial Standards of Institute of Company Secretaries of India (ICSI)

The Company has complied with the Secretarial Standard on Meetings of Board of Directors and (SS-1), Secretarial Standards on General Meetings (SS-2), of the Institute of Company Secretaries of India (ICSI)

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has not received any complaints pertaining to sexual harassment during the financial year 2024-25.

Means of Communication

i. Quarterly results:

The quarterly results of the Company are submitted to the Stock Exchanges in accordance with the requirements of the Listing Regulations.

ii. Newspapers wherein results normally published:

Quarterly / Half Yearly / Annual Audited Results are generally published in widely circulated newspapers viz., Financial Express (English daily) and Nava Telangana (Regional Newspaper – Telugu Daily).

iii. Any website, where displayed:

Quarterly / Half Yearly / Annual Audited Financial Results, Annual Reports, Announcements, Investor information, Policies etc. are displayed on the Company's website:

www.nfcl.in under the Investors section

iv. Whether it also displays official news releases:

Official news releases if any, are displayed on the Company's website: www.nfcl.in

V. Presentations made to institutions investors or to the analysts:

The presentations if any are placed on the Company's website www.nfcl.in.

GENERAL SHAREHOLDERS INFORMATION

| 19 th Annual General Meeting to be held for Financial Year 2024-25 | |
|---|---|
| Date | Tuesday, September 30, 2025 |
| Time | 10.00 A.M. (IST) |
| Venue | Video Conference (VC) / Other Audio-Visual Means (OAVM) For details please refer to the Notice of this AGM |
| Dates of Book Closure | September 24, 2025, to September 30, 2025 (Both days Inclusive) |
| Registered Office | Plot No. 44, ECO House, Nagarjuna Hills, Punjagutta, Hyderabad - 500082. |
| Compliance Officer | Mr. Sreekanth Chanda Ph No. (040) 2335 8405 Email: secretarial@nfcl.in |
| Share Transfer Agent | Nagarjuna Fertilizers and Chemicals Limited Investors Service Cell, Plot No. 44, Eco House, Nagarjuna Hills, Punjagutta, Hyderabad -500082. Telangana, India Tel: +91-40-23358405 Email: Investors@nfcl.in |

Dividend history for the last five years

The Company has not declared any dividend during the last 5 Financial Years.
The Directors of your company, after considering the operational performance and keeping in view the company's dividend distribution policy, has decided not to recommend any Dividend for the year under review.

The Financial year is 1st April to 31st March every year and for the FY 2025-26, the financial results are proposed to be declared as per the following tentative schedule.

| Particulars | Schedule |
|--|-----------------------------------|
| Financial reporting for the quarter ended June 30, 2025 | August 14, 2025 |
| Financial reporting for the quarter / half year ending September 30, 2025 | First fortnight of November, 2025 |
| Financial reporting for the quarter / nine months ending December 31, 2025 | First fortnight of February, 2025 |
| Financial reporting for the quarter / year ending March 31, 2026 | Second fortnight of May, 2026 |
| Annual General Meeting for the year ending March 31, 2026 | August / September, 2026 |

Stock code:

Demat ISNI for NSDL and CDSL: INE454M01024

| Name of the Stock Exchange | Script Code |
|--|-------------|
| BSE Limited | 539917 |
| National Stock Exchange of India Limited | NAGAFERT |

The Equity Shares of the Company are listed on BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

The Company confirms that it has paid annual listing fees to the Stock Exchanges for the year 2025-2026.

Investor Services

The Company is registered with SEBI as a Registrar to an Issue / Share Transfer Agent in Category II Share Transfer Agent which offers all share related services to its Members and Investors. These services include transfer / transmission / dematerialization of shares / revalidation of dividend warrants / subdivision / consolidation/ renewal of share certificates and resolutions of investor grievances.

Exclusive email address: The Company has designated an e-mail ID to enable the Members and Investors to correspond with the Company. The e-mail address is investors@nfcl.in

¹Credit Rating:

The Company obtained credit rating from India Ratings and Research (Ind-Ra) for long term issuer. The following is the ratings assigned during the financial year and status as on the date of this report:

| Instrument type | Maturity date | Size of issue (billion) | Rating | Rating Action |
|-----------------------------------|---------------|-------------------------|--------|---------------|
| Fund-based limit (Long-term) | - | INR 8.03 | IND D | Af-firmed |
| Non-fund-based limit (Short term) | - | INR 11.80 | IND D | Af-firmed |
| Long-term loans | FY21-FY24 | INR 4.73 | IND D | Af-firmed |

The company has not obtained credit rating during the FY. 2024-25.

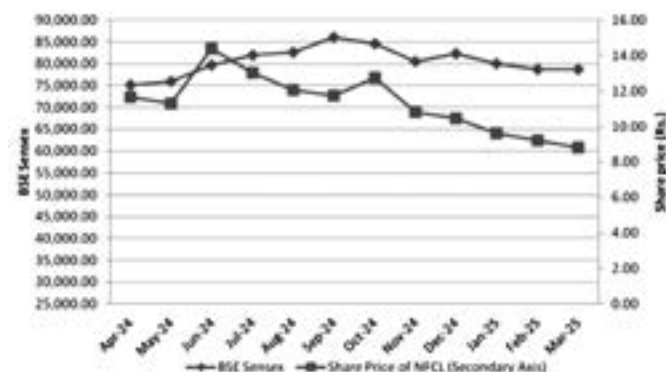
Market Price Data – high, low during each month in last financial year relating to Equity Shares listed

The monthly high and low prices of your Company's share at BSE and NSE for the year ended March 31, 2025 are as under:

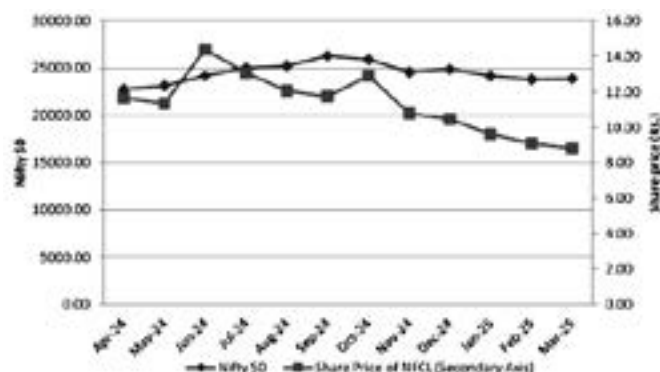
Amount in Rs.

| Month | BSE | | NSE | |
|----------------|-------|-------|-------|-------|
| | High | Low | High | Low |
| April 2024 | 11.68 | 8.81 | 11.65 | 9.00 |
| May 2024 | 11.30 | 9.95 | 11.35 | 9.95 |
| June 2024 | 14.38 | 9.50 | 14.39 | 9.45 |
| July 2024 | 13.01 | 11.00 | 13.07 | 11.00 |
| August 2024 | 12.05 | 9.95 | 12.05 | 9.93 |
| September 2024 | 11.75 | 10.05 | 11.76 | 10.02 |
| October 2024 | 12.75 | 9.58 | 12.90 | 9.57 |
| November 2024 | 10.83 | 9.05 | 10.77 | 9.06 |
| December 2024 | 10.45 | 9.02 | 10.45 | 9.10 |
| January 2025 | 9.60 | 8.12 | 9.61 | 8.20 |
| February 2025 | 9.21 | 6.25 | 9.09 | 6.21 |
| March 2025 | 8.80 | 4.20 | 8.83 | 4.20 |

Performance of the Share Price of the Company in comparison to BSE Sensex



Performance of the Share Price of the Company in comparison to Nifty 50



Disclosures:

Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, Directors or their relatives, management, its subsidiaries etc., that may have potential conflict with the interests of the Company at large:

None of the transactions with related parties during the Financial Year 2024-25 were material and were also not in conflict with the interests of the Company at large. The transactions with related parties are mentioned in the notes to Accounts.

Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:

| Year | Regulation | Authority | Fine (per Stock Exchange) |
|---------|---|-----------|---------------------------|
| 2022-23 | Reg 33 SEBI (LODR) Regulations, 2015, Quarter ended June 30, 2022 | BSE & NSE | 1,05,000/- |
| | Reg 33 SEBI (LODR) Regulations, 2015, year ended March 31, 2023 | BSE & NSE | 1,15,000/- |
| | Reg 23(9) SEBI (LODR) Regulations, 2015, year ended March 31, 2023 | BSE & NSE | 40,000/- |
| 2023-24 | Reg 23 SEBI (LODR) Regulations, 2015, half year ended September 30, 2023. | BSE & NSE | 11,800/- |
| | Reg 33 SEBI (LODR) Regulations, 2015, year ended March 31, 2024 | BSE | 1,06,200/- |
| | Reg 33 SEBI (LODR) Regulations, 2015, year ended March 31, 2024 | NSE | 41,300/- |
| 2024-25 | Reg 33 SEBI (LODR) Regulations, 2015, quarter ended June 30, 2024 | BSE & NSE | 1,71,100 |
| | Reg 23(9) SEBI (LODR) Regulations, 2015, half year ended September 30, 2024 | BSE & NSE | 23,600 |

Whistle Blower Policy/Vigil Mechanism:

To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to voice concern in a responsible and effective manner about serious malpractice, impropriety, abuse or wrongdoing within the organization, the Company has a Whistle Blower Policy/Vigil Mechanism in place, applicable to the Company. The vigil mechanism under the Whistle Blower Policy provides adequate safeguard against victimization of the Directors and employees who avail of the mechanism and also provide for direct access to Chairman of the Audit Committee in exceptional cases. No personnel was denied access to the Audit Committee.

This mechanism has been communicated to all concerned and posted on the Company's website: http://www.nfcl.in/images/pdfs/Whistle_Blower_Policy.pdf

Fees paid to Statutory Auditors:

M/s. Murali & Co., Chartered Accountants (Firm Registration No. 007257S), Hyderabad, have been appointed as the Statutory Auditors of the Company for term of five years to hold office from the conclusion of the 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting.

The particulars of payment of Statutory Auditors' fees, on consolidated basis are given below:

Amount (in lakh)

| Particulars | Year ended March 2024 | Year ended March 2023 |
|----------------------------------|-----------------------|-----------------------|
| Statutory Audit | 42.00 | 42.00 |
| Tax Audit | 7.50 | 7.50 |
| Limited Review | 12.00 | 12.00 |
| Certification and other services | 3.60 | 14.15 |
| Reimbursement of expenses | - | - |
| Total | 65.10 | 75.95 |
| Auditor-wise Breakups | | |
| M/s. P Murali & Co | - | 75.95 |
| Total | 65.10 | 75.95 |

Compliance with Mandatory Requirements of Listing Regulations

Your Company is fully compliant with the applicable mandatory requirements of Listing Regulations except to the extent mentioned. The details as to compliance with the applicable requirements specified in regulation 17 to 27 and clause B to clause I of Sub-Regulation (2) of Regulation 46 of the Listing Regulations are as under:

| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|---|-------------------------|-------------------------------|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Maximum number of Directorships | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA |
| Approval for material related party transactions | 23(4) | NA |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Secretarial Audit | 24A | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from Members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |
| Other corporate governance requirements | 27 | Yes |

The adoption of the non-mandatory requirements is as under:

Discretionary Requirements

| | |
|--|---|
| A Non-Executive Chairman may be entitled to maintain a Chairman's office at the Company's expense and allowed reimbursement of expenses incurred in performance of his duties. | Not Applicable |
| A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders. | The Unaudited Financial Results of every quarter is sent to all shareholders who have provided their e-mail addresses |
| The listed entity may move towards a regime of financial statements with unmodified audit opinion | Yes |
| The listed entity may appoint separate persons to the post of Chairperson and Managing Director or Chief Executive Officer | There is a separate Chairman and Managing Director in the Company |
| The Internal auditor may report directly to the Audit Committee. | The Internal Auditor has direct access to Audit committee. |

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, K Rahul Raju, Managing Director and K. Srirama Raju, Sr. General Manager - F&A, of Nagarjuna Fertilizers and Chemicals Limited, to the best of our knowledge and belief certify that:

- A. We have reviewed the Financial Statements including Cash Flow of the Company (standalone and consolidated) for the year ended March 31, 2025 and to the best of our knowledge and belief, these statements:
 - 1) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - 2) together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
 - 1) Significant changes in internal control over financial reporting during the year
 - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Hyderabad
May 26, 2025

K Rahul Raju
Managing Director

Srirama Raju K
Sr. General Manager - F&A

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT AND ETHICS

This is to inform you that the Company adopted a Code of Conduct and Ethics applicable to all the Members of the Board of Directors and Senior Management Personnel of the Company. The details of the Code of Conduct and Ethics are available at the Company's website at www.nfcl.in.

We confirm that the Company has in respect of the financial year ended March 31, 2025, received from all the Members of the Board of Directors and all the Senior Management Personnel of the Company a declaration of compliance with the Code of Conduct and Ethics as applicable to them.

Senior Management Personnel are personnel who are part of the core management team, comprising personnel one level below the Executive Directors and including all functional heads as on March 31, 2025.

Hyderabad
May 26, 2025

K Rahul Raju
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To
 The Members
 Nagarjuna Fertilizers and Chemicals Limited
 Nagarjuna Hills, Punjagutta, Hyderabad, Telangana – 500 082

We have examined the compliance of conditions of Corporate Governance by Nagarjuna Fertilizers and Chemicals Limited for the year ended on 31st March, 2025, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been in the manner described in the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India and has been limited to a review of the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on our reliance upon the representations made by the management that there were no transactions of material nature with the management or by relatives that may have potential conflict with the interest of the company at large, as stated under Disclosures Column of the Company's Report on Corporate Governance.

| S.No. | Particulars |
|-------|--|
| 1. | The Company has complied with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| 2. | We have been given to understand that the company undertakes share transfer activity as a Category II – In House Share Transfer Agent and the Company has certified the number of complaints received from the investors and the number of complaints resolved during the financial year and there are no complaints pending as at the year-end as stated under Investor Grievance Redressal Column of the Company's Report on Corporate Governance. |
| 3. | We have been given to understand that the Company was in receipt of clarification / observation Letters for which the Company duly replied to the Stock Exchanges. |

We certify that the company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements Regulations, 2015) except as stated herein above.

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

For KBG Associates

Company Secretaries

Firm Regn No # P2009AP006100

PRC : P2009AP6100/1103/2021

Srikrishna Chintalapati

Partner

CP No: 6262

UDIN : F005984G001175977

Date: 04-09-2025
 Place: Hyderabad

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED
Nagarjuna Hills, Punjagutta, Hyderabad,
Telangana – 500 082

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Nagarjuna Fertilizers and Chemicals Limited (CIN L24129TG2006PLC076238) and having registered office at Plot No. 44, ECO House, Nagarjuna Hills, Punjagutta, Hyderabad, Telangana – 500082 (hereinafter referred to as 'the Company'), produced before us 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 our opinion and to the best of our 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 us by the Company & its officers.

We hereby certify that none of the Directors on the Board of the Company (as stated below) 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 for the Financial Year ending on 31st March, 2025 :

| S.No. | Name of the Director | DIN | Date of Appointment |
|-------|-----------------------------|----------|---------------------|
| 1 | Mr. Uday Shankar Jha | 00056510 | 06-08-2016 |
| 2 | Mr. K Rahul Raju | 00015990 | 01-08-2014 |
| 3 | Mr. Chandra Pal Singh Yadav | 00023382 | 18-08-2011 |
| 4 | Ms. Lalitha Raghuram | 07161344 | 18-04-2015 |
| 5 | Mr. Rajendra Mohan Gonela | 02354356 | 25-05-2020 |
| 6 | Mr. Sudhakar Kudva | 02410695 | 17-06-2023 |

It is to be noted that ensuring the eligibility of 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.

For **KBG Associates**
Company Secretaries

Firm Regn No. P2009AP006100
PRC : P2009AP6100/1103/2021

Srikrishna Chintalapati

Partner

CP No: 6262

UDIN : F005984G001175977

Date: 04-09-2025
Place: Hyderabad

Management Discussion and Analysis

Global Economic Scenario

The global economy in 2024–25 has been marked by moderate but uneven growth, shaped by inflationary pressures, geopolitical conflicts, energy crisis and impact on trade. While the long-term trajectory remains positive—driven by technological innovation, digitalization, and sustainability initiatives—the near-term outlook is clouded by inflation and persistent geopolitical risks.

Global GDP growth for 2024 was estimated at around 3% (IMF), reflecting a slowdown from pre-pandemic averages. Advanced economies experienced subdued growth due to tight monetary policies, high borrowing costs, and weak demand.

Inflation, though easing in several regions, remained above central bank targets in 2024, driven by energy price fluctuations, labour market rigidities, and supply chain adjustments. Major central banks—including the U.S. Federal Reserve, European Central Bank, and Bank of England—maintained higher-for-longer interest rates, balancing inflation control against recession risks. Elevated borrowing costs weighed on consumer spending, housing markets, and private investments, slowing down overall demand.

The Russia–Ukraine conflict continued to disrupt global food and energy markets, pushing Europe further toward renewables, LNG, and diversified energy imports. The Israel–Palestine war strained global logistics networks, adding uncertainty to trade routes and supply costs. The transition to renewable energy accelerated, with governments and corporates investing in solar, wind, hydrogen, and storage technologies. Traditional fossil fuels remained volatile, with OPEC+ supply decisions, sanctions, and demand uncertainty shaping global oil and gas prices.

The global economic outlook for 2025 remains cautiously optimistic. Economies that can balance inflation control with growth, foster innovation, and embrace green energy transitions are likely to consolidate leadership in the coming decade. However, high debt levels, geopolitical uncertainties, and energy security concerns will continue to pose challenges.

Indian Economic Scenario

India remained one of the fastest-growing major economies in 2024, with GDP growth estimated at ~6–6.5%. Growth driven by domestic demand, government capex, private investment, and a robust services sector (IT, finance, healthcare). Global headwinds exist, but India's growth outlook for 2025 remains resilient and broad-based.

Inflation moderated compared to previous highs but remains a policy focus. The RBI maintained elevated interest rates—balancing growth support with inflation management.

Policy push through Make in India and PLI schemes boosting sectors like electronics, pharmaceuticals, automotive, defense, and semiconductors. Rising FDI inflows and diversification of global supply chains positioning India as a competitive manufacturing hub.

Large-scale investments in roads, railways, ports, airports, and digital infrastructure continued as a key growth driver. Infrastructure expansion enhancing connectivity, logistics efficiency, and industrial growth.

Agriculture showed productivity gains via technology, irrigation, and crop diversification. Challenges persist: climate risks, erratic monsoons, farm income disparities. Rural development initiatives (infrastructure, digital access, financial inclusion) helping, but rural distress remains a concern.

Strong progress in renewables (solar, wind, green hydrogen); India emerging as a clean energy leader. Reliance on coal remains high, creating a challenge in balancing energy security and climate commitments amid rising demand.

India's growing influence in trade, manufacturing, technology, and sustainability strengthens its position as a key global economic player. Strategic reforms and sustained growth reinforce India's role as a driver of global economic momentum in the coming decade.

Agriculture Sector

Agriculture contributes ~16% of GDP and employs nearly 50% of India's workforce. While its GDP share is gradually declining with industrial and services growth, the sector remains critical for food security, rural livelihoods, and employment.

Sector growth remained moderate in 2024, supported by food demand and rural income programs. MSP continues for rice and wheat, though policy focus is shifting toward crop diversification and high-value crops. Direct support through PM-Kisan provides income stability for small and marginal farmers.

Adoption of precision agriculture (drones, satellite monitoring, IoT sensors) improving productivity and resource efficiency. Digital platforms and agri-tech apps expanding access to real-time weather, pricing, and market linkages, reducing intermediaries.

Rising adoption of organic farming, reduced chemical use, and climate-resilient practices, supported under the National Mission for Sustainable Agriculture (NMSA).

Strengthened supply chains with investments in cold storage, warehouses, logistics, and transportation, reducing post-harvest losses. e-NAM platform expanding market access for farmers, though adoption is still uneven, with reliance on traditional mandis persisting.

Agriculture is transitioning toward a more technology-driven, diversified, and climate-resilient sector. Long-term growth hinges on irrigation coverage, climate adaptation, digital adoption, and supply chain modernization.

Fertilizer Sector

India remains one of the largest global consumers of fertilizers, with urea, DAP, and MOP as key inputs. Fertilizer consumption continued to rise in 2024–25, despite volatile international prices for finished fertilizers and raw materials / intermediates resulted in fall in import of fertilizers. The sector contributes significantly to agricultural productivity, food security, and rural livelihoods.

Supply of domestic gas to fertilizer plants has been declining over the year, this made fertilizer plants more dependent on imported LNG.

Government-led campaigns promoting balanced fertilizer use to address over-dependence on urea and improve soil health.

Urea pricing remains regulated, while other fertilizers (e.g., DAP) operate under market-linked pricing with subsidies. The sector is highly regulated, with intense competition focused on supply reliability and efficiency.

India is expanding domestic fertilizer capacity under Atmanirbhar Bharat by reviving defunct plants and modernizing existing units. Despite progress, dependency on imports for phosphate and potash remains high. India has pursued long-term supply agreements with resource-rich nations (Russia, Canada, Morocco) to mitigate global price volatility.

Russia-Ukraine conflict and global supply chain disruptions continued to impact fertilizer availability and pricing in 2024. Rising input costs (natural gas for urea, phosphoric acid for DAP) add to pricing and production challenges.

Strong policy push for organic and bio-fertilizers, integrated nutrient management, and reduced chemical fertilizer use. Launch of nano-urea and precision nutrient solutions expected to improve efficiency and reduce environmental footprint. Programs like the National Mission on Sustainable Agriculture (NMSA) encourage sustainable practices across farming communities.

India aims to achieve greater self-reliance in fertilizers and potentially emerge as a net exporter of urea in the medium term. The sector's future will hinge on: Diversifying raw material sources, Modernizing plants for efficiency, Scaling bio-fertilizer adoption, Balancing environmental sustainability with productivity needs

Company's Strengths and opportunities

As the productive assets / cash generating assets, have been sold out by the secured Creditor and the Company has to discontinue business operations since June, 2024, and looking for new opportunities.

Financial Performance vis a vis Operational Performance Financials

The Company recorded a Profit after tax for the year was Rs. 2,424.87 crores against the loss after tax Rs. 1,283.89 crores for the previous year. The profit before exceptional items for the period is 2434.76 is mainly due to sale of assets of the company by ACRE under SARFAESI Act.

Plant Operations

Your Company during the financial year 2024-25 manufactured 2.173 LMT of urea as against 13.102 LMT in the previous year. The production for the year 2024-25 is less compared to the usual level, owing to the sale of assets by ACRE to A M Green Ammonia India private limited on 31.05.2024.

Sales and Marketing

The Company achieved a sale of manufactured urea of 2.173 LMT compared to 13.102 LMT in the previous year. The total urea sales for both manufactured and imported urea was 2.173 LMT compared to 13.102 LMT of previous year.

Details of significant changes in Key Financial Ratios:

| S.No | Ratio | 31.03.2025 | 31.03.2024 |
|------|---------------------------|------------|------------|
| i | Debtors Turnover Ratio | 1.78 | 9.70 |
| ii | Inventory Turnover Ratio | 26.11 | 100.68 |
| iii | Interest Coverage Ratio | N.A | -2.97 |
| iv | Current Ratio | 0.35 | 0.15 |
| v | Debt Equity Ratio | N.A | -0.97 |
| vi | Operating Profit Margin % | N.A | -4.33% |
| vii | Net Profit Margin % | N.A | -27% |

- Debtors Turnover Ratio: Reduced due to lower turnover and reduction in average receivables.
- Inventory Turnover Ratio: Lower in ratio due to lower inventory holdings.
- Interest coverage Ratio: Not Applicable.
- Current Ratio: Increased during year.
- Debt Equity Ratio: Not Applicable.
- Operating Profit Margin: Not Applicable.
- Net Profit Margin: Not Applicable

The Company is incurring losses for the last few years therefore Net Worth of the Company became negative from March 31, 2021.

Human Resources and industrial Relations

The Company during the previous year continued to have good industrial relations with all its employees. Various initiatives have been taken to impart training and development activities so that employees are prepared to take up new challenges for their own development and also for the overall wellbeing of the Company. There are 62 employees on the rolls of the Company as on 31.03.2025.

Internal Control Systems.

The Company has a strong internal control system comprising various levels of authorization, supervision, checks and balances and procedures through documented policy guidelines and manuals. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. With a view to maintaining independence and objectivity in its working, the Internal Audit function reports directly to the Audit Committee.

The internal financial controls within the Company are also commensurate with the size, scale and complexity of its operations. The controls were tested during the year and no reportable material weaknesses either in their design or operations were observed.

Risks, issues and concerns

The current liabilities exceed the current assets by Rs. 86,095.55 Lakhs. Consequent to the discontinuation of operations the going concern of the company is affected

Outlook / Future plans.

The post assets sale of Urea and MI businesses, the company exploring new business opportunities.

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of

M/s Nagarjuna Fertilizers and Chemicals Limited

Report on the Audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS Standalone Financial Statements of M/s NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in equity and the Statement of Cash Flows for the year then ended on that date and notes to financial statements including a summary of material 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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of "the Company" as at March 31, 2025, its Profit including total 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 financial statements in accordance with the Standards on Auditing (SAs) 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

a) Relating to Going Concern:

- i Consequent to the settlement of Debt vide receipt of sale proceeds from Core and Non-Core assets by ACRE, there are no other assets including property plant and equipment left with the Company for operations. "No Dues and Security release Certificate" from ACRE was received on 11th July 2024, thereby affecting the Going Concern of the Company and accordingly drawn the Financial statements for the year ended on March 31, 2025." – Refer Note No. 29 to the Standalone Financials.
- ii Without considering the energy and other claims from the Government, the current liabilities exceed the current assets by Rs. 86,095.55 Lakhs.

- b) There are claims against the company, which are not acknowledged as debts and are disputed in various forums, courts, appeals, including arbitration awards amounting to Rs 81,596.07 lakhs. – Refer Note No. 32 to the Standalone Financials.

GAIL has recovered interest in the past and also raising claims for interest on the amounts due which is being disputed by the company. The company is not accounting for further interest from 1st July 2024 onwards.

- c) Given the financial situation, NFCL has assigned its rights in favor of AMPL to represent it in all legal forums/proceedings to pursue claims from GAIL including Arbitration claim in its name as an assignee along with agency coupled with interest under the provisions of Indian Contract Act, 1872. Should GAIL satisfy the award in the future, NFCL shall use the award as it deems fit after clearing its liabilities. – Refer Note No. 32.4 to the Standalone Financials.
- d) De-escalation of Urea subsidy and De-escalation of Gas Costs used as Raw material and generation of Power for FY 2022-23.

The Subsidy income is recognised based on the notified Gas Pool prices for the time being in force and upon final notification of the prices the escalation / de-escalations are accounted for in the year in which these notifications are issued. During the 3rd quarter, the final Gas Pool price for the year 2022-23 has been notified by the DOF (Annual cumulative Gas Pool price has come down) in line with which GAIL has issued Credit note and NFCL has recognized reduction in Gas Costs by Rs. 17,555.01 Lakhs and correspondingly NFCL has reduced its Urea Subsidy claim by Rs. 16,879.16 Lakhs for FY 2022-23. Accordingly, the reduction in cost of raw material / power and fuel and consequent de-escalation of the subsidy revenues, respectively, belonging to FY 2022-23 have been accounted in line with the said notification and continued accounting policy. Further adjustments required, if any, will be considered on notification of final prices. As there is no production from 4th June 2024 onwards, there is no revenue from Operations to be recognized from the second quarter. – Refer Note No. 30 to the Standalone Financials.

- e) The Government from time to time extended the present energy norms which were valid till 31st March 2023. Accordingly, Subsidy income is recognized based on Target Energy Norms as per NUP-2015 policy for the Quarter ended June 2024 and there is no production from June 2024 as the Plants were sold. – Refer Note No. 30 to the Standalone Financials.
- f) Claim from a related party asserting its right for Royalty for the period from 29.01.1998 to 31.12.2021. The company agreed without impairment and prejudice to the rights of AMPL to settle the claims in a manner such that the dues are secured and paid on a priority basis from the receipts if any from claims against GAIL if and when GAIL satisfies the award in relation to pipeline accident. – Refer Note No. 32.5 to the Standalone Financials.

Our conclusion is not modified in respect of the above matters.

V. 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 of the current period. 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.

We have determined the matters described below to be the key audit matters to be communicated in our report.

| S. No. | Key Audit Matter | How the matter was addressed in our audit |
|--------|---|---|
| i) | <p>Recognition, measurement, presentation and disclosures of revenue from operations.</p> <p>“The Company” revenue from operations comprises of sale value of Urea and the Subsidy received from Govt of India.</p> <p>We identified this as a Key Audit Matter since the recognition of subsidy revenue and the assessment of recoverability of the related subsidy receivables is subject to significant judgements of the management. Since the sale and the eligible subsidy are interlinked and further the claim for subsidy depends on various government notifications issued from time to time, it is important to verify the correctness of the revenue from operations recognised in the books of account.</p> <p>Refer Note No. 20 in the Standalone financial statements.</p> | <p>Principal Audit procedures performed:</p> <ul style="list-style-type: none"> • Verified various applicable Govt notifications under which the subsidy was notified. • Verified the sales made and related claims for subsidy with the records/ certificates submitted to the Government. • Performed analytical procedures for reasonableness of revenue and subsidy recognised vis a vis the sales made. • We evaluated the management's assessment regarding reasonable certainty of complying with the relevant conditions as specified in the notifications/policies. • We evaluated adequacy of disclosures in the Standalone Ind AS Financial Statements. |
| ii) | <p>Provision for Expected Credit Loss in accounts receivables.</p> <p>The credit loss provision in respect of account receivables represent management's best estimate of the credit losses incurred on the receivables at the balance sheet date.</p> <p>We have identified provisioning for credit loss as a key audit matter as the calculation of credit loss provision is a complex area and requires management to make significant assumptions on customer payment behavior and estimating the level and timing of expected future cash flows. [Refer Note No. 7 in the standalone financial statements]</p> | <p>Our audit procedure in respect of this area included:</p> <ul style="list-style-type: none"> • Understand and assess the management's estimate and related policies used in the credit loss analysis • Performed test of key controls to analyse operating effectiveness relating to calculation of impairment provisions. • For Expected Credit Loss (ECL) of trade receivables assessed on individual level by the management, examined on a test check basis, the objective evidence relating to the impairment of trade receivables and the key assumptions used in the estimate of the cash shortfalls and reviewed whether amounts have been recovered after the end of reporting period. • Reviewed the management's ageing analysis based on days past due by examining the original documents (such as invoices). • Verified the calculation of ECL of each type of trade receivables. |

Information Other than the Standalone Ind AS financial statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We are required to report that fact; we have nothing to report in this regard.

Management and Board of Directors Responsibility for the Ind AS Standalone financial statements:

The Company's Board of Directors are responsible for the matters stated in section 134(5) of "the Act" with respect to the preparation of these Ind AS Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of "the Act". This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 Ind AS Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Our objective is to obtain reasonable assurance whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit 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 Standards on Auditing 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 our audit is conducted in accordance with Standards on Auditing, we exercise professional judgment 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 financial controls 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 system 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 Standalone financial statements 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity or business activities of the Company to express an opinion on the financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 Standalone financial Statements of the current period 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 A**", a statement on the matters specified in the paragraph 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 Other Comprehensive Income), The statement of Cash Flow and the 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 Indian Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued there under.
 - (e) On the basis of the written representations received from the management as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, "the Company" has paid remuneration to its Managing Director during the year by obtaining the prior approvals from the lenders in terms of third proviso to sub-section (1) of section 197 of the Act.
 - (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", as detailed in Note No. 32 in the standalone financial statements, has disclosed the impact of pending litigations on its financial position in its standalone financial statements as at 31st March, 2025.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by "the Company" as at 31st March, 2025.
- iv. 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 on behalf of the Ultimate Beneficiaries.
- v. 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 Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- vii. The company has not declared or paid any dividend during the year ending 31st March 2025.
- viii. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For P. Murali & Co.,
Chartered Accountants
Firm Registration No: 007257S

A Krishna Rao
Partner

Date: 30.05.2025
Place: Hyderabad

Membership No.020085
UDIN: 25020085BMILGG6809

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED of even date)

- i. (a) (i) "The Company" does not have any Property Plant & Equipment (PPE) as at 31st March, 2025.
(ii) "The Company" has not held / dealt in intangible assets as at 31st March 2025.
(b) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.
- ii. (a) According to the information and explanations given to us and in our opinion, "the Company's" inventory has been physically verified by the management at reasonable intervals and in our opinion, the frequency, coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed between the physical stocks and the book stocks on such verification made during the year.
(b) During the year the lender viz., ACRE has sold the Core and Non-Core assets of the company and from those sale proceeds outstanding debt were settled, further there were no outstanding working capital loans from banks/ Financial Institutions as at 31st March, 2025.
- iii. (a) As per the information and explanation given to us and in our opinion "the Company" has not made any investments or provided any loans or given any advance, guaranty or security to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. As per the information and explanation given to us and in our opinion the Company has not granted any loans or made any Investments, or provided any guarantee or security to the parties covered under section 185 and 186 of "the Act".
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. Maintenance of Cost records has been specified by the Central Government U/s. 148(1) of the Act for "the Company" and the prescribed accounts and records have been made and maintained by "the Company". However, we have not made a detailed examination of records with a view to determine, whether they are accurate and complete.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, with the appropriate authorities in India for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are statutory dues which have not been deposited on account of any disputes as at March 31, 2025.

| Nature of Statute | Nature of Dues | Amount (Rs. In Lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|--------------------------|---|------------------------------|---|--|
| The Income Tax Act, 1961 | Penalty u/s 270A | 141.99 | FY 2017-18 | CIT(Appeals), Hyderabad |
| VAT & CST | Regular demand under Maharastra VAT Act, 2002 | 7.92 | FY 2008-09 | Jt. Commissioner Appeals, Maharastra |
| | Regular demand under Kerala VAT Act | 6.93 | FY 2011-12 | Dy Commissioner Appeals, Kottayam |
| | Regular demand under CST Act | 139.39 | FY 2013-14 | AP VAT Appellate Tribunal, Vishakapatnam |
| | Penalty under AP Vat Act, 2005 | 20.95 | FY 2015-16 | High Court of Judicature at Hyderabad for the state of Telangana |
| | Penalty for delay in payment of VAT | 56.27 | FY 2012-13 | AP High Court |
| GST | Interest on excess availment of ITC | 55.29 | FY 2017-18 | DC-Appeals, Pune |
| | Interest, and penalty excess ITC claimed | 14.19 | FY 2018-19 | DC-Appeals, Pune |
| | Interest on excess availment of ITC | 0.88 | FY 2017-18 & FY 2018-19 | DC-Appeals, Bhubaneswar |
| Customs | Penalty on in relation to Customs Duty on Ship Demurrage Charges at Krishna Patnam Port for the period from 2010-2014 | 44.00 | FY 2010-11 to FY 2013-14 | CESTAT - HYDERABAD |

VIII. As per the information and explanation given to us, there are no instances where the company has surrendered or disclosed such transactions as income during the period ended 31st March, 2025 in the tax assessments under the income tax Act, 1961.

IX. (a) During the year the lender namely, ACRE has sold the Core and Non-Core assets of the company and from those sale proceeds outstanding debt were settled and "No Dues and Security release Certificate" from ACRE was received on 11th July 2024. After that, during the year the company has not availed any loan from banks/ Financial Institutions, thereby there is no default in repayment of loans or other borrowings or in the payment of interest thereon. (i) Loans and other borrowings from Banks / Financial Institutions:

- (b) The company has not been declared a willful defaulter by any bank or financial institution or government or other lenders.
 - (c) According to the information and explanations given to us by the management, the company has not obtained any term loan during the year and hence the application of same does not arise.
 - (d) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that no funds raised have been raised on short term basis by the Company.
 - (e) The company has not taken any funds from any entity or Person on account of or to meet the obligations of its Subsidiary Company/ Associate Company/ Joint Ventures.
 - (f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- X.** According to the information and explanations given to us,
- (a) The Company has not raised moneys by way of initial public offer or further public offer including debt instruments during the year.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- XI.** (a) No fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act 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.** The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it.
- XIII.** In our opinion and according to the information and explanations given to us, “the Company” is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Note - 33 to standalone financial statements as required by the applicable accounting standards.
- XIV.** (a) In our opinion the company has an adequate internal audit system which commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were duly considered by us in determining the nature, timing and extent of our audit procedures.
- XV.** The Company has not entered into non-cash transactions with its directors or persons connected with him.
- XVI.** (a) The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934.
- (b) In our opinion, the company has not conducted any Non-Banking Financial or Housing Finance activities as per the Reserve Bank of India Act, 1934.
 - (c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016)
 - (d) In our Opinion, The Group does not have any CIC as part of the Group
- XVII.** “The Company” has not incurred Cash losses in the current financial year however during the immediately preceding financial year the company has incurred cash losses amounting to Rs. 60,599.9 Lakhs.
- XVIII.** There is no resignation of the statutory auditors of “the Company” during the year.
- XIX.** 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, based on our knowledge of the Board of Directors’ and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and company is capable of meeting its liabilities existing at the date of balance sheet.
- XX.** The company is not covered under the provisions of section 135 of the Companies act 2013 and hence not commented upon.

For P. Murali & Co.,
Chartered Accountants
Firm Registration No: 007257S

A Krishna Rao
Partner
Membership No.020085
UDIN: 25020085BMILGG6809

Date: 30.05.2025
Place: Hyderabad

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED of even date)

Report on the Internal Financial Controls over Financial Reporting under clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 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 internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating We believe that the audit evidence we have obtained is sufficient and appropriate to provide opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 over Financial Reporting with reference to these IND AS financial statements:

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has in all material respects, an adequate internal financial controls over financial reporting with reference to these IND AS financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, 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.

For P. Murali & Co.,
Chartered Accountants
Firm Registration No: 007257S

A Krishna Rao
Partner

Date: 30.05.2025
Place: Hyderabad

Membership No.020085
UDIN: 25020085BMILGG6809

Standalone Balance Sheet as at 31st March 2025

Rs. in Lakhs

| | Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|----------|--|----------|----------------------|----------------------|
| 1 | ASSETS | | | |
| | Non-current assets | | | |
| | (a) Property, Plant and Equipment | 3 | - | 66,992.50 |
| | (b) Capital work-in-progress | 3A | - | 10.00 |
| | (c) Financial Assets | | | |
| | (i) Investments | 4 | - | - |
| | (ii) Others | 5 | 323.49 | 480.60 |
| | (d) Deferred tax assets (net) | 17 | - | 821.52 |
| | Sub - Total | | 323.49 | 68,304.62 |
| | Current assets | | | |
| | (a) Inventories | 6 | 96.31 | 6,543.37 |
| | (b) Financial Assets | | | |
| | (i) Trade receivables | 7 | 23,781.54 | 43,925.95 |
| | (ii) Cash and cash equivalents | 8 | 7,665.85 | 1,017.05 |
| | (iii) Bank balances, other than (ii) above | 9 | 151.52 | 2,003.11 |
| | (iv) Others | 5 | 8,622.66 | 8,646.76 |
| | (c) Current Tax Assets (Net) | 10 | - | 60.49 |
| | (d) Other current assets | 11 | 6,226.39 | 7,535.79 |
| | Sub - Total | | 46,544.27 | 69,732.52 |
| | Total Assets | | 46,867.76 | 138,037.14 |
| 2 | EQUITY AND LIABILITIES | | | |
| | Equity | | | |
| | (a) Equity Share capital | 12 | 5,980.65 | 5,980.65 |
| | (b) Other Equity | 13 | (98,609.90) | (341,057.30) |
| | Sub - Total | | (92,629.25) | (335,076.65) |
| | Liabilities | | | |
| | Non-current liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 14 | - | - |
| | (ii) Other financial liabilities | 15 | 6,639.98 | 6,905.51 |
| | (b) Provisions | 16 | 217.21 | 61.56 |
| | (c) Deferred tax liabilities (Net) | 17 | - | - |
| | (d) Other non-current liabilities | 18 | - | - |
| | Sub - Total | | 6,857.19 | 6,967.07 |
| | Current liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 14 | 1,921.91 | 326,100.93 |
| | (ii) Trade payables | 19 | | |
| | (A) Total outstanding dues of Micro enterprises and Small Enterprises | | 22.82 | 132.81 |
| | (B) Total outstanding dues of creditors other than micro and small enterprises. | | 129,064.19 | 135,802.35 |
| | (iii) Other financial liabilities (other than those specified in item (c) below) | 15 | 1,139.44 | 2,702.72 |
| | (b) Other current liabilities | 18 | 362.25 | 1,223.07 |
| | (c) Provisions | 16 | - | 184.84 |
| | (d) Current Tax Liabilities (Net) | 16 | 129.21 | - |
| | Sub - Total | | 132,639.82 | 466,146.72 |
| | Total Equity and Liabilities | | 46,867.76 | 138,037.14 |

Corporate Information, Significant Accounting Policies and explanatory notes 1 to 47

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

Standalone Statement of Profit and Loss for the year ended 31st March 2025

Rs. in Lakhs

| | Particulars | Note No. | Year ended March 31, 2025 | Year ended March 31, 2024 |
|------------|---|----------|---------------------------|---------------------------|
| | INCOME: | | | |
| I | Revenue From Operations | 20 | 70,319.66 | 476,538.60 |
| II | Other Income | 21 | 154,932.20 | 2,193.20 |
| Ila | Reversal of Impairment Provision | | 106,560.90 | - |
| III | Total Income (I + II) | | 331,812.76 | 478,731.80 |
| IV | EXPENSES: | | | |
| | Cost of materials consumed | 22 | 33,722.52 | 244,098.22 |
| | Purchases of Stock-in-Trade | 23 | 13.21 | 129.53 |
| | Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | 24 | 3,402.19 | 1,083.10 |
| | Power and Fuel | | 26,589.88 | 210,586.24 |
| | Employee benefits expense | 25 | 2,918.83 | 9,750.19 |
| | Finance costs | 26 | 6,133.25 | 47,912.63 |
| | Depreciation and amortization expense | 3 | 828.27 | 4,968.78 |
| | Impairment losses | 3 | - | 63,407.20 |
| | Other expenses | 27 | 14,729.02 | 26,558.91 |
| | Total expenses (IV) | | 88,337.17 | 608,494.80 |
| V | Profit/(loss) before exceptional items and tax (I- IV) | | 243,475.59 | (129,763.00) |
| VI | Exceptional Items | | - | - |
| VII | Profit/(loss) before tax (V-VI) | | 243,475.59 | (129,763.00) |
| VIII | Tax expense: | 28 | | |
| | (1) Current tax | | 148.91 | - |
| | (2) Deferred tax | | 839.54 | (1,374.13) |
| | Total Tax Expense (VIII) | | 988.45 | (1,374.13) |
| IX | Profit/(loss) for the period (VII-VIII) | | 242,487.14 | (128,388.88) |
| X | Other Comprehensive Income / (Loss) | | | |
| | A (i) Items that will not be reclassified to profit or loss | | (57.75) | 241.95 |
| | A (ii) Income tax relating to items that will not be reclassified to profit or loss | | 18.02 | (75.49) |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| | B (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| | Total of Other Comprehensive Income / (Loss) (X) | | (39.73) | 166.46 |
| XI | Total Comprehensive Income / (Loss) for the period (IX+ X) | | 242,447.41 | (128,222.42) |
| XII | Earnings per equity share | 40 | | |
| | (1) Basic (in Rupees) | | 40.55 | (21.47) |
| | (2) Diluted (in Rupees) | | 40.55 | (21.47) |

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

Standalone Statement of Changes in Equity for the year ended 31st March 2025

A. Equity Share Capital

(1) Current reporting period (31.03.2025)

Rs. in Lakhs

| Balance at the beginning of the current reporting period | Changes in equity share capital during the current year | Balance at the end of the current reporting period |
|--|---|--|
| 5,980.65 | - | 5,980.65 |

(2) Previous reporting period (31.03.2024)

| Balance at the beginning of the previous reporting period | Changes in equity share capital during the previous year | Balance at the end of the previous reporting period |
|---|--|---|
| 5,980.65 | - | 5,980.65 |

B. Other Equity

(1) Current reporting period (31.03.2025)

Rs. in Lakhs

| Particulars | Reserves and Surplus | | | | | Total |
|--|----------------------|--------------------|----------------------------------|-------------------|---|--------------|
| | Capital Reserve | Securities Premium | Other Reserves (General Reserve) | Retained Earnings | Other items of Other Comprehensive Income (Defined Benefit Plans) | |
| Balance at the beginning of the current reporting period | 51,853.85 | 109,619.35 | 13,379.72 | (517,046.46) | 1,136.24 | (341,057.30) |
| Restated balance at the beginning of the current reporting period | 51,853.85 | 109,619.35 | 13,379.72 | (517,046.46) | 1,136.24 | (341,057.30) |
| Total Comprehensive Income for the current year | - | - | - | 242,487.14 | (39.73) | 242,447.41 |
| Balance at the end of the current reporting period | 51,853.85 | 109,619.35 | 13,379.72 | (274,559.32) | 1,096.51 | (98,609.89) |
| (2) Previous reporting period (31.03.2024) | | | | | | |
| Balance at the beginning of the previous reporting period | 51,853.85 | 109,619.35 | 13,379.72 | (388,657.59) | 969.78 | (212,834.89) |
| Restated balance at the beginning of the previous reporting period | 51,853.85 | 109,619.35 | 13,379.72 | (388,657.59) | 969.78 | (212,834.89) |
| Total Comprehensive Income for the previous year | - | - | - | (128,388.87) | 166.46 | (128,222.41) |
| Balance at the end of the previous reporting period | 51,853.85 | 109,619.35 | 13,379.72 | (517,046.46) | 1,136.24 | (341,057.30) |

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

Standalone Cash Flow Statement for the period ended 31st March 2025

Rs. in Lakhs

| Particulars | Period ended March 31, 2025 | Year ended March 31, 2024 |
|---|--------------------------------|------------------------------|
| A. Cash Flow from Operating Activities | | |
| Profit/(Loss) before Tax | 2,43,475.59 | (1,29,763.00) |
| Adjustments: | | |
| Depreciation and Amortisation | 828.27 | 4,968.78 |
| Impairment / (Provision Reversal) of Assets | (1,42,844.61) | 63,407.20 |
| Provision for Doubtful Debts / Advances | - | 787.12 |
| Finance Cost | 6,133.25 | 47,912.63 |
| Remission in Borrowings | (1,34,006.51) | - |
| Deferred government grant | - | (345.79) |
| Reversal of Provision for Diminution in value of Investment | (2,256.17) | - |
| Loss on Sale of Diminution in Investments | 2,190.17 | - |
| (Profit) / Loss on sale of assets / assets discarded / assets decapitalised | (13,123.92) | (628.79) |
| Operating Profit before working capital changes | (39,603.93) | (13,661.85) |
| Movements in working capital: | | |
| Increase/(decrease) in trade payables | (5,589.26) | 31,365.99 |
| Increase/(decrease) in long term provisions | 97.90 | (281.77) |
| Increase/(decrease) in short term provisions | (184.84) | (413.38) |
| Increase/(decrease) in other current liabilities | (860.82) | (398.37) |
| Increase/(decrease) in other current financial liabilities | (1,563.28) | 1,019.95 |
| Increase/(decrease) in other long term liabilities | (265.50) | (77.55) |
| Decrease/(increase) in trade receivables | 20,144.41 | (5,019.28) |
| Decrease/(increase) in inventories | 5,188.17 | 678.26 |
| Decrease/(increase) in Non-current - Other Financial Assets | 157.11 | (29.19) |
| Decrease/(increase) in other current assets | 1,309.40 | (314.43) |
| Decrease/(increase) in other Current financial assets | 24.10 | (8,584.82) |
| Cash generated from/(used) in operations | (21,146.54) | 4,283.56 |
| (Direct Taxes Paid -net of refunds) | 40.80 | 182.80 |
| Net cash flow from / (used) in operating activities | (21,105.74) | 4,466.36 |
| B. Cash Flow from Investing activities | | |
| Purchase of fixed assets and CWIP/Capital advances | (2.26) | (104.12) |
| Proceeds from Margin Money Deposits | 1,851.59 | 237.74 |
| Proceeds from Sale of fixed assets | 2,22,145.01 | 629.34 |
| Proceeds from Sale of Investments | 66.00 | - |
| Net cash flow from / (used) in investing activities | 2,24,060.34 | 762.96 |
| C. Cash flow from Financing activities | | |
| Remission in Borrowings | 1,34,006.51 | - |
| Repayment of Short Term Borrowings | (1,29,918.73) | - |
| Repayment of Sales Tax Deferral | (1,000.00) | (877.17) |
| Repayment of long term borrowings | (54,308.72) | - |
| Finance Costs paid | (4,886.67) | (13,857.85) |
| Net cash flow from / (used) in financing activities | (56,107.61) | (14,735.02) |
| Net Increase/(decrease) in Cash and Cash Equivalents | 1,46,846.99 | (9,505.70) |
| Cash and Cash Equivalents as at beginning of the year | (1,39,181.11) | (1,29,675.41) |
| Cash and Cash Equivalents as at end of the period | 7,665.88 | (1,39,181.14) |

Notes:

Rs. in Lakhs

| Particulars | Period ended March 31, 2025 | Year ended March 31, 2024 |
|---|--------------------------------|------------------------------|
| Cash and Cash Equivalents comprises of | | |
| Balances with Banks | | |
| In Current Accounts | 7,653.47 | 999.62 |
| Cash on hand | 12.38 | 17.43 |
| Cash and Cash Equivalents | 7,665.85 | 1,017.05 |
| Less: Cash Credit | - | 140,198.19 |
| Cash and Cash Equivalents in Cash Flow Statement | 7,665.85 | (139,181.14) |

Accompanying Notes 1 to 47 form an integral part of the Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

K. Rahul Raju
Managing Director
DIN:00015990

A. Krishna Rao
Partner
Membership No. 020085

Chanda Sreekanth
Company Secretary

Hyderabad
30th May 2025

Notes forming part of the Financial Statements for the year ended March 31, 2025

1 CORPORATE INFORMATION

Nagarjuna Fertilizers & Chemicals Limited (The company/NFCL) is a public listed company domiciled in India, incorporated under the provisions of the Companies Act 1956. Its shares are listed on The Bombay Stock Exchange and The National Stock Exchange Of India. The registered office of the company is situated at D.No 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad - 500082. The Company is principally engaged in the business of manufacturing and marketing of Fertilizers and Micro Irrigation Equipments.

2 MATERIAL ACCOUNTING POLICIES

2.1. Basis of preparation:

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended, on accrual basis under the historical cost convention, except for Derivative financial instruments and certain financial instruments, which are measured at fair value.

The Financial Statements are presented in INR and all values are rounded to two decimals to the nearest lakhs, except when otherwise indicated.

The financial statements have been approved for issue by the Board of Directors of the Company in its meeting held on 30th May 2025.

2.2. Use of estimates:

The preparation of Financial Statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have a significant effect on the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- i. Measurement of defined benefit obligations - Note 25.1
- ii. Recognition of deferred tax asset/Liability- Note 17
- iii. Fair Value Measurement of financial Instruments - Note 35
- iv. Recognition of subsidy income - Note 20
- v. Provision for doubtful trade receivables - Note 7

2.3. Current versus non-current classification

An asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- ii. the asset is intended for sale or consumption;
- iii. the asset/liability is held primarily for the purpose of trading;
- iv. the asset/liability is expected to be realized/settled within twelve months after the reporting period;
- v. the asset 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;
- vi. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

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

For the purpose of current/non-current classification of assets and liabilities, the Company has decided its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

2.4. Property, Plant and Equipment (PPE)

Property, plant and equipment is stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

All repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as Capital work-in-progress.

Depreciation is provided on pro-rata basis under the straight-line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the following exception:

- Continuous Process Plants' are depreciated for 37 years based on the technical evaluation of useful life done by the management.

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

Upon first-time adoption of Ind AS, the Company has elected to measure all its property, plant and equipment at

the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2015.

2.5. Intangible assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Trademarks and Services: 10 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

Upon first-time adoption of Ind AS, the Company has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2015.

2.6. Impairment of non-financial assets

Assessment for impairment is done at each Balance Sheet date for any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognizing the impairment loss as an expense in the Statement of Profit and Loss. Recoverable amount is the higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date for any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased, in which case, a reversal of an impairment loss for an asset is recognised in the Statement of Profit and Loss account.

2.7. Inventories

Inventories are valued at the lower of cost and net realisable value. Materials and other supplies 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.

Costs for different categories of inventories are as follows:

- Raw materials and Traded Products: Cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

- Finished goods and work in progress: Cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

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.

Net realisable value in the case of Urea is –

- the Group Concession Price notified by the Government of India in respect of finished goods lying at the factory, and
- the net sale price in respect of finished goods lying in the warehouses outside the factory.

Raw materials, work-in-progress, stores, spares, packing material and loose tools are valued at weighted average cost, less provision for depletion in value, if any.

2.8. 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, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.9. Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

A. Financial assets

(i) Initial recognition

On initial recognition, financial assets other than Trade Receivables are recognised at fair value. Transaction cost that are directly attributable to acquisition of financial assets that are not at fair value through profit and loss (FVTPL) are added to fair value on initial recognition.

ii) Subsequent measurement:

Financial assets which are debt instruments are subsequently measured on the following basis, depending on their classification

- amortized cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

(iii) When financial assets are Equity Instruments:

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income (OCI) subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. Fair

value changes on an equity instrument are recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI.

Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

(iv) De-recognition:

The Company derecognizes a financial asset when the contractual right to the cash flows from the financial asset expires or it transfers the financial asset and at the transfer qualifies for de-recognition under IND AS 109.

(v) Trade Receivables and Loans:

Trade receivables that do not contain a significant financing component are measured at transaction price. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(vi) Impairment:

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss.

B. Financial liabilities:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

(i) Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and financial liabilities at amortised cost as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of liabilities measured at amortised cost, net of directly attributable transaction costs.

(ii) Subsequent measurement:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

(iii) 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 financial liability on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as 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 and Loss.

C. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate risk of changes in exchange rates on foreign currency exposure.

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 each reporting period. Any gains or losses arising from re-measurement are dealt in Statement of profit or loss.

This category has derivative financial assets or liabilities which are not designated as hedges. Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS109, Financial Instruments, and hence categorized as financial assets or liability at fair value through profit or loss.

D. 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.

2.10. 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 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 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.

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.

2.11. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a 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. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

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.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised. They are disclosed only when an inflow of economic benefit is probable from such assets.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.12. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discount and the schemes offered of the company as part of the contract.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Goods:

The company recognises revenue in accordance with Ind AS 1154 - Revenue from Contracts with Customers by applying the following five steps:

- * Identify the contract with a customer
- * Identify the performance obligations in the contract
- * Determine the transaction price;
- * Allocate the transaction price to the performance obligations in the contract; and
- * Recognise revenue when (or as) the performance obligations is satisfied

Revenue from the sale of goods is recognised when (or as) control of the goods is transferred to the customer, i.e. when the customer obtains the ability to direct the use of and obtain substantially all of the remaining benefits from the goods.

In case of goods supplied subject to installation and inspection, revenue is recognised when the installation and inspection are completed and control of the goods has been transferred to the customer.

Subsidy:

Subsidy on Group Concession Price under Group Concession Scheme (GCS) and Freight are recognized in accordance with the norms prescribed by the Government of India – Fertiliser Industry Co-ordination Committee, with adjustments for escalation / de-escalation in the prices of inputs and other adjustments as estimated by the management in accordance with known policy parameters in this regard.

Rendering of services:

Revenue from sale of services is recognised as per the terms of the contract with customers based on stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably.

Interest income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable using effective interest method .

Dividends:

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.13. Employee benefits**(i) Gratuity:**

In accordance with the Payment of Gratuity Act, 1972 the Company provides gratuity as a defined benefit plan, to eligible Employees. Liability with regard to gratuity is determined by an independent actuary at every Balance Sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in the Balance Sheet as asset or liability. Gains or losses on re-measurements are recognized in Other Comprehensive Income (OCI). Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to Statement of Profit and Loss.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss.

(ii) Superannuation fund and provident fund:

Superannuation and Provident Fund are in the nature of defined contribution plans.

The Company makes monthly contribution to approved superannuation fund covered by a policy with LIC of India. The Company has no further obligation beyond monthly contribution. The obligations under the said policy are accounted for on accrual.

The Company makes monthly contribution to the Provident Fund scheme and recognizes it as an expense, in the year in which employee renders the related service. The Company's Contribution towards Provident Fund is administered and managed by an approved trust. The Company has no obligation, other than the contribution payable to the Fund.

(iii) Compensated absences:

Liability for compensated absence is treated as a long term liability and is covered by a policy with Life Insurance Corporation (LIC). The estimated liability at each Balance Sheet date is determined by an independent actuary using the projected unit credit method and is recognised in the accounts accordingly.

2.14. Taxes**(i) Current income tax:**

Income tax expense is recognised in the statement of profit or loss except to the extent that it relates to items recognized directly in equity or Other Comprehensive Income (OCI), in which case the tax is also recognized in equity or Other Comprehensive Income (OCI).

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 asset/liability is measured at the amount expected to be recovered from or paid to the taxation authorities.

(ii) Deferred tax:

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 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 Balance Sheet date.

Deferred tax assets are recognised to the extent it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent there is no longer probable that the related tax benefit will be realized. 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 deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.15. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

In the case of a loan or assistance provided by government or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The Grant is initially recognised and measured at fair value and subsequently measured in accordance with the recognition and measurement principles of Ind AS 109, Financial Instruments (financial liabilities). The government grant is measured as the difference between the initial carrying value of the loan and the proceeds received and recognised as income on a systematic basis over the periods the related costs, for which it is intended to compensate, are expensed.

2.16. Leases

The Company, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently amortised using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

2.17. 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 or sale are capitalised as part of the cost of the asset in the period in which they are incurred, until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Interest earned on temporary investments out of specific borrowings made for qualifying assets is deducted from the borrowing costs eligible for capitalisation to those assets.

2.18. Research and development costs

Expenditure relating to capital items is treated as fixed assets and depreciated at applicable rates. Revenue expenditure during research period is charged to Statement of Profit and Loss in the year in which it is incurred.

2.19. Foreign currency transactions

The Company's Financial Statements are presented in Indian Rupees, which is its functional currency.

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency denominated monetary assets and liabilities remaining unsettled at the end of the year are translated into functional currency at exchange rates prevailing at the Balance Sheet date. Exchange differences arising on translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated using exchange rate prevalent on the date of transaction. Non-monetary assets and liabilities denominated in foreign currency and measured at fair value are translated using the exchange rates at the date when the fair value was determined.

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 OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.20. Earnings per share

Basic earnings per equity share is computed by dividing the net profit for the year attributable to the Equity Shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit for the year, adjusted for the effects of dilutive potential equity shares, attributable to the Equity Shareholders by the weighted average number of the equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

2.21. Investments

Investments are classified as Non Current and Current. Non Current Investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments. Current investments are carried at lower of cost and fair value.

2.22. Exceptional Items

Exceptional items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items are disclosed separately as exceptional items.

3. Property, Plant and Equipment:

Rs. in Lakhs

| Particulars | Gross Block (At Cost) | | | | Depreciation / Impairment | | | | | | Net Block | |
|--------------------------|-----------------------|---------------------------|--|----------------------|----------------------------------|--------------------------------|---------------------------|-------------------------|--|---------------------------|----------------------|----------------------|
| | As at March 31, 2024 | Additions during the year | Deductions / Adjustments during the year | As at March 31, 2025 | Depreciation Upto March 31, 2024 | Impairment Upto March 31, 2023 | Depreciation For the year | Impairment for the year | Deductions / Adjustments during the year | Total Upto March 31, 2025 | As at March 31, 2025 | As at March 31, 2024 |
| Tangible Assets | | | | | | | | | | | | |
| Land * | 113,722.77 | - | 113,722.77 | - | - | 75,184.20 | - | 75,184.20 * | - | - | - | 38,538.57 |
| Buildings | 12,873.46 | - | 12,873.46 | - | 6,085.88 | 3,682.00 | 34.90 | 3,682.00 | 6,120.79 | (0.00) | - | 3,105.57 |
| Plant & Equipment | 149,949.11 | 2.33 | 149,951.44 | - | 61,033.30 | 63,978.40 | 783.06 | 63,978.41 | 61,816.36 | (0.00) | - | 24,937.41 |
| Furniture & Fixtures | 105.00 | 2.50 | 107.50 | - | 88.96 | | 0.71 | - | 89.66 | 0.00 | - | 16.04 |
| Office Equipment | 1,457.76 | 6.32 | 1,464.08 | - | 1,187.55 | | 8.51 | - | 1,196.07 | 0.00 | - | 270.21 |
| Vehicles | 85.27 | 1.12 | 86.39 | - | 69.56 | | 0.65 | - | 70.22 | (0.00) | - | 15.70 |
| Roads, Drains & Culverts | 132.14 | - | 132.14 | - | 69.77 | | 0.44 | - | 70.21 | - | - | 62.37 |
| Railway Siding | 46.63 | - | 46.63 | - | - | | - | - | - | - | - | 46.63 |
| Total | 278,372.13 | 12.27 | 278,384.40 | - | 68,535.02 | 142,844.60 | 828.27 | 142,844.61 | 69,363.31 | (0.00) | - | 66,992.50 |
| Previous Year | 280,572.53 | 112.80 | 2,313.20 | 278,372.12 | 63,573.94 | 81,742.40 | 4,968.78 | 63,407.20 | 2,312.68 | 211,379.64 | 66,992.50 | 135,256.20 |

All the Property, Plant and Equipments were sold under the SARFAESI proceedings and the dues were cleared.

3A. Capital Work-In-Progress:

Rs. in Lakhs

| Particulars | Gross (At Cost) | | | | Impairment | | | Net | |
|----------------------------|----------------------|---------------------------|---|----------------------|---------------------|-------------------------|---------------------------|----------------------|----------------------|
| | As at March 31, 2024 | Additions during the year | Transfer to Tangible asset / Disposals / Deductions | As at March 31, 2025 | Upto March 31, 2024 | Impairment for the year | Total Upto March 31, 2025 | As at March 31, 2025 | As at March 31, 2024 |
| CWIP - Plant and Equipment | 768.01 | 21.79 | 31.80 | 758.00 | 758.00 | - | 758.00 | (0.00) | 10.00 |
| Total | 768.01 | 21.79 | 31.80 | 758.00 | 758.00 | - | 758.00 | (0.00) | 10.00 |
| Previous Year | 776.69 | 85.05 | 93.71 | 768.03 | 758.00 | - | 758.00 | 10.03 | 18.69 |

*Refer Note No. 45(vi) for Ageing and completion schedules of CWIP

4. Investments - Unquoted, At Cost, Non-current:

Rs. in Lakhs

| Particulars | March 31, 2025 | | March 31, 2024 | |
|---|----------------|--------------|----------------|-----------------|
| | No. of shares | Cost | No. of shares | Cost |
| In Subsidiaries, Equity Shares of Rs. 10/- each fully Paid-up | | | | |
| Jaiprakash Engineering and Steel Company Limited (JESCO) | 0 | - | 22,561,693 | 2,256.17 |
| (Refer Note 4.1) | | | | |
| Total - (A) | | - | | 2,256.17 |
| In Associates, In Equity Shares of RS.10/- each fully Paid-up | | | | |
| KVK Raju International Leadership Limited | 150,000 | 15.00 | 150,000 | 15.00 |
| Total - (B) | | 15.00 | | 15.00 |
| Other Companies - Unquoted | | | | |
| Nagarjuna Agricultural Research and Development Institute Private Limited | 25,020 | 2.50 | 25,020 | 2.50 |
| Total - (C) | | 2.50 | | 2.50 |
| Total - (A+B+C) | | 17.50 | | 2,273.67 |
| Less: Provision for diminution | | | | |
| - Subsidiaries | | 0.00 | | 2,256.17 |
| - Associates | | 15.00 | | 15.00 |
| - Other Companies | | 2.50 | | 2.50 |
| | | 0.00 | | 0.00 |
| Aggregate amount of Un-Quoted Investments | | 17.50 | | 2,273.67 |
| Aggregate amount of diminution in value of Investments | | 17.50 | | 2,273.67 |

4.1. Jaiprakash Engineering and Steel Company Limited (JESCO), erstwhile subsidiary of the Company, went into Voluntary Liquidation under IBC with effect from April 25, 2022.

Subsequently, the liquidator, basis the considered opinion that JESCO will not be able to pay its debts in full from the proceeds of assets to be sold in the liquidation and as per Regulation 40(2) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation) Regulations 2016, filed, before the Hon'ble NCLT, Bengaluru, withdrawal memo for the withdrawal of the company petition CP (IB) 164/59/BB./2023, to suspend the process of liquidation. The Hon'ble NCLT, Bengaluru, was please to pass an Order dated April 16, 2024, through which, the company has exited the liquidation process effective from April 16, 2024.

Consequent to assignment of debt by the Consortium Lenders to Assets Care and Reconstruction Enterprise Limited (ACRE), Secured Creditor, the shares of JESCO held by the Company were sold as part of Non-core Assets on 12th June 2024, thereby JESCO ceases to be a subsidiary of the Company effective from June 12, 2024.

These shares were pledged in favour of Banks / Financial Institutions for the term loans availed by the Company. The loans have been repaid in full, awaiting release of pledge of shares.

5. Other Financial Assets

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---|----------------|----------------|-----------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Interest Accrued on Deposits and advances | - | - | 6.35 | 29.87 |
| Security Deposit | 323.49 | 480.60 | 8,616.31 | 8,616.89 |
| Other Receivables | - | - | - | - |
| | 323.49 | 480.60 | 8,622.66 | 8,646.76 |

6. Inventories:

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|-----------------|-----------------|
| Raw materials | - | 171.40 |
| Work in progress | 95.45 | 445.90 |
| Finished Goods - Manufactured goods | 738.38 | 1,195.15 |
| Stock In Transit - Manufactured goods | - | 2,151.50 |
| Traded goods | 428.64 | 872.10 |
| Stock In Transit - Traded goods | - | - |
| Packing materials | 92.73 | 177.08 |
| Stores and Spares | - | 1,527.19 |
| Loose tools | - | 3.04 |
| Total | 1,355.20 | 6,543.37 |
| Less : Provision impairment of Inventories | 1,258.89 | - |
| | 96.31 | 6,543.37 |

7. Trade Receivables:

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|------------------|------------------|
| Unsecured -Considered good | 23,644.03 | 43,595.72 |
| Which have significant increase in Credit Risk | 173.81 | 788.37 |
| Credit Impaired | 3,569.08 | 7,265.99 |
| | 27,386.92 | 51,650.08 |
| Less: Provision for doubtful debts | 3,605.38 | 7,724.13 |
| Total | 23,781.54 | 43,925.95 |

7.1. Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

7.2. Trade Receivables includes subsidy and other dues of Rs. 23,740.93* Lakhs (Previous Year Rs. 39,613.50 Lakhs) receivable from Government of India and Rs. 780.19 Lakhs (Previous Year Rs.6,768.96 Lakhs) from State Governments.

*Includes Rs.59.57 lakhs due from SFAC on account of implementation of eNAM project. The company had closed the iKisan division operations due to severe financial constraints. As the Company is unable to perform the contractual obligations with SFAC for eNAM Project due to closure of iKisan division, the remaining contract work had been outsourced to a vendor who invested their resources to fulfil the contractual obligations of NFCL. As agreed, the entire amount receivable from eNAM project is payable to the vendor.

7.3. The subsidy due from GOI is being credited to an Escrow Account maintained with IDBI Bank. GAIL has a first preference as per Escrow Agreement entered among GAIL, NFCL, ACRE & IDBI.

Department of Fertilizers (DOF) has revised the Office Memorandum on subsidy sharing mechanism vide No 12012/30/2013-FPP dated 25.11.2021, to transfer 40% of subsidy to Gas Pool Fund Account and 60% to NFCL for its operations. Out of the company's share, GAIL has a first preference as per Escrow Agreement which was extended on 02.01.2025 till 31.03.2025.

7.4 Trade Receivables ageing schedule

Rs. 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 |
| As at March 31, 2025 | | | | | | |
| (i) Trade receivables | 21.42 | 23,745.70 | 1.31 | 59.72 | 3,558.78 | 27,386.92 |
| Less: Provision for Doubtful Debts | 0.00 | 0.00 | 1.31 | 45.38 | 3,558.69 | 3,605.38 |
| Net Receivables | 21.42 | 23,745.70 | 0.00 | 14.33 | 0.09 | 23,781.54 |
| As at March 31, 2024 | | | | | | |
| (i) Trade receivables | 41,544.11 | 1,413.44 | 559.47 | 501.32 | 7,631.74 | 51,650.08 |
| Less: Provision for Doubtful Debts | - | - | 5.84 | 226.57 | 7,491.72 | 7,724.13 |
| Net Receivables | 41,544.11 | 1,413.44 | 553.63 | 274.75 | 140.02 | 43,925.95 |

8. Cash and Cash Equivalents

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------------------|-----------------|-----------------|
| Balances with Banks | | |
| Current Accounts | 7,653.47* | 999.62 |
| Cash on hand | 12.38 | 17.43 |
| Total | 7,665.85 | 1,017.05 |

9. Bank Balances (Other than the items reported at Note No.8)

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|-----------------|
| Margin Money Deposits | 151.52 | 376.08 |
| Amount lien marked to pay ACRE | - | 1,627.04 |
| Amount in earmarked account for payment to a creditor as per High Court Orders | - | - |
| Total | 151.52 | 2,003.11 |

* Subsidy of Rs. 62.88 Crs received in March 2025 paid in 1st week of April 2025.

10. Current Tax Assets (Net)

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--------------------|----------------|----------------|
| Advance Income Tax | - | 60.49 |
| Total (net) | - | 60.49 |

11. Other Assets:

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---------------------------------------|--------------|----------------|-----------------|-----------------|
| | Mar 31, 2025 | March 31, 2024 | Mar 31, 2025 | March 31, 2024 |
| i) Capital Advances | | | | |
| Unsecured - considered doubtful | 70.85 | 70.85 | 106.16 | 378.53 |
| Less: Provision for Doubtful advances | 70.85 | 70.85 | - | - |
| Total - A | - | - | 106.16 | 378.53 |
| ii) Other Advances | | | | |
| - Unsecured, considered good | - | - | 6,031.37 | 6,368.67 |
| - Unsecured, considered doubtful | - | - | 362.11 | 362.11 |
| | - | - | 6,393.48 | 6,730.78 |
| Less: Provision for Doubtful advances | - | - | 362.11 | 362.11 |
| Total - B | - | - | 6,031.37 | 6,368.67 |

| Particulars | Non Current | | Current | |
|--|--------------|----------------|-----------------|-----------------|
| | Mar 31, 2025 | March 31, 2024 | Mar 31, 2025 | March 31, 2024 |
| iii) Advances to directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member. | - | - | | - |
| iv) Prepaid Expenses | - | - | 14.77 | 614.53 |
| v) Gratuity fund - excess of plan assets over liability | - | - | 74.09 | 174.06 |
| vi) Balance with Government Authorities | - | - | - | - |
| Total - C | - | - | 88.86 | 788.59 |
| Total - (A+B+C) | - | - | 6,226.39 | 7,535.79 |

12. Share Capital

| Particulars | March 31, 2025 | | March 31, 2024 | |
|--|----------------|------------------|----------------|------------------|
| | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| Authorised | | | | |
| Equity Shares of Rs. 1/- each | 6,210,000,000 | 62,100.00 | 6,210,000,000 | 62,100.00 |
| Preference Shares of Rs. 1/- each | 1,800,000,000 | 18,000.00 | 1,800,000,000 | 18,000.00 |
| Total | | 80,100.00 | | 80,100.00 |
| Issued, Subscribed and Paid Up | | | | |
| Equity Shares of Rs. 1/- each fully paidup | 598065003 | 5980.65 | 598065003 | 5980.65 |

12.1. Reconciliation of the Number of Equity Shares of Rs. 1 each.

Rs. in Lakhs

| Particulars | March 31, 2025 | | March 31, 2024 | |
|---------------------------------------|------------------|-----------------|------------------|----------------|
| | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| Balance at the beginning of the year | 598,065,003 | 5,980.65 | 598,065,003 | 5,980.65 |
| | 598,065,003 | 5,980.65 | 598,065,003 | 5,980.6 |
| Less: On Cancellation | - | - | - | - |
| Balance at the end of the year | 598065003 | 5,980.65 | 598065003 | 5980.65 |

12.2. Rights, Preferences and Restrictions attached to equity shares

The Company's issued, subscribed and paidup capital comprises of equity shares of par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share.

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.

12.3. Details of shareholders holding more than 5% of the Equity Shares of Rs. 1/- each

Rs. in Lakhs

| Name of the shareholder | March 31, 2025 | | March 31, 2024 | |
|-----------------------------------|----------------|--------------|----------------|--------------|
| | No. of shares | % of holding | No. of shares | % of holding |
| Amlika Mercantile Private Limited | - | - | 296,072,140 | 49.51 |
| Agri Vestors Private Limited* | 271,772,140 | 45.44 | - | - |

Note: The above shareholding is as per the records of the company, including its register of Shareholders/members and other declarations received from shareholders regarding beneficial interest. The above shareholding represents both legal and beneficial ownership of shares.

12.4. In the period of Five Years immediately preceeding the date at which the Balancesheet is prepared -

- Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash - Nil (P Y: Nil)
- Aggregate number and class of shares allotted as fully paid up by way of Bonus Shares - Nil (P Y: Nil)
- Aggregate number and class of shares bought back - Nil (P Y: Nil)

12.5. Shareholding of Promoters as defined in the Companies Act, 2013

Rs. in Lakhs

| S. No. | Promoter Name | At the beginning of the year | | At the end of the year | | % change during theyear |
|--------|------------------------------------|------------------------------|-------------------|------------------------|-------------------|-------------------------|
| | | No. of Shares | % of total Shares | No. of Shares | % of total Shares | |
| 1 | Agri Vestors Private Limited* | 0 | 0 | 271,772,140 | 45.44 | 45.44 |
| 2 | Amlika Mercantile Private Limited* | 296,072,140 | 49.51 | 0 | 0 | 49.51 |
| 3 | Governor of Andhra Pradesh | 21,427,989 | 3.58 | 21,427,989 | 3.58 | Nil |
| 4 | KRIBHCO | 10,162,726 | 1.7 | 4,664,190 | 0.78 | 0.92 |
| 5 | Fireseed Limited | 8,800,000 | 1.47 | 8,800,000 | 1.47 | Nil |
| 6 | Saipem SPA | 4,400,000 | 0.73 | 4,400,000 | 0.73 | Nil |
| | TOTAL | 340,862,855 | 56.99 | 311,064,319 | 52 | |

Note: Amlika Mercantile Private Limited (Amlika), was holding 29,60,72,140 shares amounting 49.51%. Amlika has sold 2,43,00,000 shares amounting to 4.07% in the open market. Shareholding of Promoters as defined in the Companies Act, 2013

Inter-se transfer of shares among qualifying persons Amlika Mercantile Private Limited (Seller) and Agri Vestors Private Limited (Acquirer) has entered into a Share Purchase Agreement for the sale and purchase of 27,17,72,140 shares as under:

- 15,54,12,063 Shares were bought by way of Block Deal through NSE at prevailing market price of Rs. 4.31 /- per share on March 28, 2025.
- The remaining shares of 11,63,60,077 were bought by way of a Share Purchase Agreement dated March 28, 2025, at prevailing market price of Rs. 4.31/- per share (arrived at through the Block Deal). The purchase is completed and the consideration has been paid in full.

13. Other Equity

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---------------------|---------------------|
| i) Capital Reserve | | |
| Opening Balance | 51,853.85 | 51,853.85 |
| Changes during the year | - | - |
| Closing Balance | 51,853.85 | 51,853.85 |
| ii) Securities Premium | | |
| Opening Balance | 109,619.35 | 109,619.35 |
| Changes during the year | - | - |
| Closing Balance | 109,619.35 | 109,619.35 |
| iii) General Reserve | | |
| Opening Balance | 13,379.72 | 13,379.72 |
| Changes during the year | - | - |
| Closing Balance | 13,379.72 | 13,379.72 |
| iv) Retained Earnings | | |
| Opening Balance | (517,046.46) | (388,657.59) |
| Add: Net Profit /(Loss) after tax for the year | 242,487.14 | (128,388.87) |
| Closing Balance | (274,559.32) | (517,046.46) |
| v) Other Comprehensive Income | | |
| Items of other comprehensive income - which will not be reclassified to P & L : | | |
| Remeasurement of post employment benefit obligations, net of tax | | |
| Opening Balance | 1,136.24 | 969.78 |
| Add: for the year | (39.74) | 166.46 |
| Closing Balance | 1,096.50 | 1,136.24 |
| Total [i to v] | (98,609.90) | (341,057.30) |

Nature of Reserves

- (a) **Capital Reserve:** During the composite scheme of arrangement and amalgamation, the excess of net assets taken over the cost of consideration paid is treated as capital reserve.
- (b) **Securities Premium:** The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.
- (c) **General Reserve:** The Company has transferred a portion of its net profit before declaring dividend to general reserve pursuant to the provisions of Companies Act 1956.
- (d) **Retained Earnings:** Retained earnings are the profits earned or loss incurred by the Company till date including OCI, less any transfers to general reserve, dividends or other distributions paid to shareholders.

14. Borrowings

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|--|----------------|----------------|-----------------|--------------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| i) Term Loans - Secured | | | | |
| Rupee loans from Banks (CAP Loans, WCTL & CRL) | | | - | 1,04,868.28 |
| Rupee Loan from Other Parties - Dept. of Biotechnology, GOI | - | - | 578.42 | 534.79 |
| ii) Rupee Loans repayable on Demand -Secured - from Banks | | | | |
| Cash Credit Facility and Short term Loans | - | - | | 2,18,354.37 |
| iii) Deferred Payment Liabilities - Unsecured | | | | |
| Sales tax Deferral from Government of AP | - | - | 1,343.49 | 2,343.49 |
| Total | | | 1,921.91 | 3,26,100.93 |

14.1 Details of Borrowings

Rs. in Lakhs

| S. No. | Borrowings | Non-Current | | Current | |
|----------|---|---------------------------|---------------------------|---------------------------|---------------------------|
| | | o/s bal. as at 31.03.2025 | o/s bal. as at 31.03.2024 | o/s bal. as at 31.03.2025 | o/s bal. as at 31.03.2024 |
| A | CAP Loans (WCTL)- from Banks, Secured ** | | | | |
| 1 | I D B I Bank Limited (Sanctioned - Rs 34,000 lakhs) | - | | 0.00 | 21,800.00 |
| 2 | State Bank of India(Sanctioned - Rs 22,200 lakhs) | | | 0.00 | 16,648.24 |
| 3 | ICICI Bank Limited(Sanctioned - Rs 8,400 lakhs) | | | 0.00 | 5,460.00 |
| 4 | UCO Bank(Sanctioned - Rs 1,300 lakhs) | | | 0.00 | 1,007.50 |
| | Total Principal | - | | 0.00 | 44,915.74 |
| 5 | Interest accrued on the above loans | | | 0.00 | 53,905.19 |
| | Total - (A) | - | | 0.00 | 98,820.93 |
| B | Corporate Rupee Loans (CRL)-from Banks, Secured ** | | | | |
| 6 | SBI -Corporate Loan (Sanctioned - Rs 5,000 lakhs) | | | 0.00 | 2,398.24 |
| 7 | Interest accrued on the above loans | | | 0.00 | 3,649.11 |
| | Total - (B) | - | | 0.00 | 6,047.35 |
| C | Term Loans -from others, Secured (Refer Note 14.4) | | | | |
| 8 | Deptt of Bio Technology, GOI (Sanctioned - Rs 1,141.80 lakhs) | - | | 310.54 | 310.54 |
| 9 | Interest accrued on the above loans | | | 267.88 | 224.25 |
| | Total - (C) | - | | 578.42 | 534.79 |
| D | Loans repayable on demand and STL - from Banks, Secured ** | | | | |
| 10 | Cash Credit | | | 0.00 | 140,198.19 |
| 11 | Short Term Loan (STL) Takenover from UCO and ICICI | | | 0.00 | 6,994.73 |
| | | | | 0.00 | 147,192.92 |
| 12 | Interest accrued on the above loans | | | 0.00 | 71,161.45 |
| | Total - (D) | - | 0.00 | 0.00 | 218,354.37 |
| E | Deferred payment liabilities - Unsecured (Refer Note 14.6) | | | | |
| 13 | Sales tax Deferral from Government of AP - Total - (E) | - | | 1,343.49 | 2,343.49 |
| | Grand Total (A to E) | - | | 1,921.91 | 326,100.93 |

14.2 CAP Loans - Working Capital Term Loan (Part of CAP loans) : Nil

14.2.1 Details of terms of repayment of WCTL :

| S.No. | Bank / Institution | Rate of Interest % | Number of Instalments |
|-------|--------------------|--------------------|-----------------------|
| | NIL | | |

14.2.2 Period and amount of default as on balance sheet date in repayment of WCTL and interest thereon **.

| Particulars | As at 31.03.2025 | | As at 31.03.2024 | |
|---------------------|-------------------|--------------------|-------------------|--------------------|
| | Period of Default | Amount Rs.in Lakhs | Period of Default | Amount Rs.in Lakhs |
| Principal | | | | |
| IDBI Bank Limited | 0-2101 days | 0.00 | 0-2101 days | 21,800.00 |
| State Bank of India | 0-2101 days | 0.00 | 0-2101 days | 16,648.24 |
| ICICI Bank Limited | 0-1917 days | 0.00 | 0-1917 days | 5,460.00 |
| UCO Bank | 0-2028 days | 0.00 | 0-2028 days | 1,007.50 |
| Total | | 0.00 | | 44,915.74 |
| Interest | | | | |
| IDBI Bank Limited | 0-1644 days | 0.00 | 0-1644 days | 19,808.16 |
| State Bank of India | 0-1919 days | 0.00 | 0-1919 days | 25,175.17 |
| ICICI Bank Limited | 0-1918 days | 0.00 | 0-1918 days | 7,803.80 |
| UCO Bank | 0-1887 days | 0.00 | 0-1887 days | 1,118.06 |
| Total | | 0.00 | | 53,905.19 |

14.3. Corporate Rupee loan - SBI **

14.3.1 Period and amount of default as on balance sheet date in repayment of Corporate Loan to SBI and interest thereon **.

| Particulars | As at 31.03.2025 | | As at 31.03.2024 | |
|--------------|-------------------|--------------------|-------------------|--------------------|
| | Period of Default | Amount Rs.in Lakhs | Period of Default | Amount Rs.in Lakhs |
| Principal | 0-2101 days | 0 | 0-2101 days | 2,398.24 |
| Interest | 0-2101 days | 0 | 0-2101 days | 3,649.11 |
| Total | | 0 | | 6,047.35 |

14.4 The term loans (three loans) from Department of Bio Technology (DBT), Government of India for Process Development Unit carries simple interest of 2.0% per annum is secured by way of hypothecation of all equipment, apparatus, machineries, spares, tools and other accessories and goods and other movable properties of the company acquired for the project. The loans are repayable in 10 equal half-yearly instalments commencing from October 2014, June 2014 and October 2018 respectively.

14.4.1 Period and amount of default as on balance sheet date in repayment of Loans to DBT and interest thereon.

| Particulars | As at 31.03.2025 | | As at 31.03.2024 | |
|--------------|-------------------|--------------------|-------------------|--------------------|
| | Period of Default | Amount Rs.in Lakhs | Period of Default | Amount Rs.in Lakhs |
| Principal | 0-2224 days | 310.54 | 0-2132 days | 310.54 |
| Interest | 0-2224 days | 267.88 | 0-2132 days | 224.25 |
| Total | | 578.42 | | 534.79 |

14.5. Loans repayable on demand (Cash Credit & Short Term Loan) from Banks (Part of CAP loans) **

14.5.1 Rate of interest, period and amount of default on borrowings and interest thereon under Cash Credit & Short term loan are as under ** :

| S.No. | Bank / Institution | Rate of Interest % | Period and amount of default on balance sheet date in repayment of borrowings and interest |
|-------|--------------------|--------------------|--|
| | NIL | | |

14.6 Sales Tax Deferral Loan:

Sales Tax Deferral Loan: The Government of Andhra Pradesh sanctioned Sales Tax deferral facility to the Company with a final eligibility of Rs 1,01,746.56 lakhs, subject to the restriction of loan to the actual Sales Tax collected on the sale of the products manufactured by the Company during the period of 14 years from 19.03.1998 to 18.03.2012. The Sales Tax deferred in a year should be repaid at the end of 14th year without interest. Repayment of this loan was commenced on March 19, 2012. The deferred Sales Tax outstanding as on March 31, 2025 is Rs. 1,343.49 Lakhs (Previous Year Rs. 2,343.49 Lakhs).

As at the balance sheet date, the Company has defaulted in payment of Rs. 1,343.49 Lakhs due on 19.03.2025.

15. Other Financial Liabilities

Rs. in Lakhs

| Particulars | Non-current | | Current | |
|--|-----------------|-----------------|-----------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Deposits from dealers | 6,404.83 | 6,690.36 | 405.08 | 1,429.17 |
| Other Deposits - (Retention Money, EMD etc.) | 235.15 | 215.15 | - | 25.00 |
| Creditors for purchase of fixed assets | - | - | 734.36 | 1,248.55 |
| Total | 6,639.98 | 6,905.51 | 1,139.44 | 2,702.72 |

16. Provisions

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---|----------------|----------------|----------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Provision for employee benefits (Refer Note 25.1) | | | | |
| - for Leave Benefit (net of plan assets) | 217.21 | 61.56 | - | 184.84 |
| - Gratuity | - | - | - | - |
| Provision for Taxation (net of Advance Tax Rs. Nil (previous year Rs. Nil)) | - | - | 129.21 | - |
| Proposed Equity Dividend | - | - | - | - |
| Tax on Dividend | - | - | - | - |
| Total | 217.21 | 61.56 | 129.21 | 184.84 |

17. Deferred Tax Liabilities (Net)**17.1 Deferred Tax Liability comprises of the following:**

Rs. in Lakhs

| Particulars | Nature | March 31, 2025 | March 31, 2024 |
|---|-----------|----------------|-----------------|
| Depreciation / amortization | Liability | - | 6,859.52 |
| Land | Liability | - | - |
| Employee benefit provision | Asset | - | 76.89 |
| Unabsorbed Loss and Depreciation under tax laws | Asset | - | 7,562.72 |
| Disallowances u/s 43B(h) of Income Tax Act | Asset | - | 41.44 |
| Amalgamation expenses | Asset | - | - |
| Government grant | Asset | - | - |
| Net Liability | | | (821.52) |

17.2 Reconciliation of Deferred Tax

Rs. in Lakhs

| Particulars | As at 31-Mar-23 | Recognized during the Year | As at 31-Mar-24 | Recognized during the Year | As at 31-Mar-25 |
|---|------------------|----------------------------|-----------------|----------------------------|-----------------|
| Deferred tax liability: | | | | | |
| Related to Fixed Assets (Depreciation/ Amortisation) | 31,226.17 | (23,153.34) | 8,072.83 | (8,072.83) | - |
| Total deferred tax liability (A) | 31,226.17 | (23,153.34) | 8,072.83 | (8,072.83) | - |
| Deferred tax assets: | | | | | |
| Carry forward Business Loss / Unabsorbed Depreciation | 6,842.76 | 383.70 | 7,226.46 | (7,226.46) | - |
| Employee benefit provisions | 328.82 | 40.42 | 369.24 | (369.24) | - |
| Disallowances u/s 43B(h) of Income Tax Act | - | - | - | - | - |
| Total deferred tax assets (B) | 7,171.58 | 424.12 | 7,595.70 | (7,595.70) | - |
| Deferred Tax liability (Net) (A-B) | 24,054.59 | (23,577.46) | 477.13 | (477.13) | - |

18. Other Liabilities

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---|----------------|----------------|----------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Fair value adjustment - Government Grants | | | | |
| - Sales tax deferral | - | - | - | - |
| - Loan from Dept. Bio-Technology (Refer Note 14) | - | - | - | - |
| Others | | | | |
| Employee costs payable | - | - | 272.87 | 699.03 |
| Insurance Claim received pending final settlement | - | - | - | 0.96 |
| Statutory dues Payable | - | - | 89.38 | 467.00 |
| Others Dues Payable | | | - | 56.08 |
| Total | - | - | 362.25 | 1223.07 |

19. Trade Payables

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|---|-------------------|-------------------|
| (A) Due to Micro, Small, Medium Enterprises (MSMEs) | 22.82 | 132.81 |
| (B) Due to Other than MSMEs | 130,323.08 | 135,802.35 |
| | 130,345.90 | 135,935.16 |
| Less : Provision impairment of Inventories | 1,258.89 | - |
| | 129,087.01 | 135,935.16 |

19.1. Dues to Micro and Small Enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the company. Disclosures under MSMED Act are given below:

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| A. Principal amount remaining unpaid | 22.82 | 132.81 |
| B. Interest due thereon | 23.08 | 19.12 |
| C. Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year. | - | - |
| D. 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 Micro, Small and Medium Enterprises Development Act, 2006. | - | - |
| E. Interest accrued and remaining unpaid | 23.08 | 19.12 |
| F. 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. | - | - |

19.2 Trade Payables ageing schedule as on 31-03-2024

Rs. 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 |
| (i) MSME Creditors | 13.99 | - | 0.00 | 8.83 | 22.82 |
| Previous Year | 122.29 | 0.00 | 1.19 | 9.33 | 132.81 |
| (ii) Other Creditors | 94,178.82 | 26,683.20 | 521.33 | 7,680.84 | 129,064.19 |
| Previous Year | 126,487.35 | 959.55 | 334.46 | 8,020.99 | 135,802.35 |
| Total | 94,192.81 | 26,683.20 | 521.33 | 7,689.67 | 129,087.01 |
| (Previous Year) | 126,609.63 | 959.55 | 335.65 | 8,030.32 | 135,935.16 |

20. Revenue from Operations

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Sales, including Subsidy on products & freight | | |
| Manufactured goods | | |
| Urea (Refer Note 20.1) * | 70,150.39 | 473,905.69 |
| Ammonia | - | - |
| Customised Fertilizers | - | - |
| Extruded Irrigation systems | 164.59 | 2,578.70 |
| Total | 70,314.98 | 476,484.39 |
| Traded goods | | |
| Pool Urea \$ | - | - |
| Bulk Fertilizers @ | - | - |
| Specialty Fertilizers | - | 26.63 |
| Extruded Irrigation systems | - | - |
| Others | - | - |
| Total - B | - | 26.63 |
| Total Sale of Products | 70,314.98 | 476,511.02 |
| Sale of Services | - | - |
| Other Operating revenues (sale of scrap, waste.) | 4.68 | 27.58 |
| Total | 70,319.66 | 476,538.60 |

* including Government Subsidy of ₹ 58,268.19 Lakhs (Previous Year Rs.4,04,754.29 Lakhs).

20.1. Group Concession Scheme – (GCS) Subsidy

- i. Nitrogenous fertilizers (Urea) are under the Group Concession Subsidy scheme of Government of India (GOI), Department of Fertilizers. GOI has notified New Urea Policy (NUP)-2015 from 1st June, 2015 to 31st March, 2019. GOI vide its notification dated 14th May, 2019 has extended the duration of NUP-2015 from 1st April, 2019 till further orders. Gas Pooling Policy applicable to Fertilizer industry effective from June 1, 2015. Concession rates for Plant-1 and Plant 2 for the period April 1, 2024 to June 30, 2024 have been recognized based on notified rates as per respective policies.

Further De-escalations Rs.3,804.42 Lakhs (Previous year De-escalations Rs. 8,790.77 Lakhs), have been accounted for during the year as per the gas pool prices and provisions applicable under NPS-III, Modified NPS-III, NUP-2015 and Letter dated March 30, 2020 related to Modified NPS-III policy. Adjustments, if any, required will be considered on notification of final prices.

- ii. Government of India / Department of Fertilizers has implemented Direct Benefit Transfer (DBT) in Fertilizer Sector in all the States of the Country from 1st March, 2018. The subsidy income for the period April, 2024 to March, 2025, has been recognized in the accounts for the entire quantities received in the States under DBT scheme.

21. Other Income

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| Interest on Bank Deposits and others | 131.16 | 34.61 |
| Fair value adjustment - Government Grants | - | 345.79 |
| Grants in Aid | - | - |
| Other non-operating income | 5,414.45 | 1,184.02 |
| Remission in Borrowings | 134,006.51 | - |
| Profit on sale of PPE | 13,123.91 | 628.78 |
| Reversal Of Provision For Dimunition In Investment | 2,256.17 | - |
| Total | 154,932.20 | 2,193.20 |

22. Cost of Materials consumed

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|------------------|-----------------------|-----------------------|
| Natural Gas | 32,632.99 | 237,346.99 |
| Plastic Granules | 31.93 | 536.28 |
| Others | 224.55 | 1,205.77 |
| Packing Material | 833.05 | 5,009.18 |
| Total | 33,722.52 | 244,098.22 |

23. Purchases of Stock-in-Trade

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|------------------|-----------------------|-----------------------|
| Packing Material | 13.21 | 12.14 |
| Others | - | 117.39 |
| Total | 13.21 | 129.53 |

24. Changes in inventories of finished goods, stock-in-trade and work in progress:

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| Inventories at the beginning of the year | | |
| Traded goods | 872.10 | 924.48 |
| Finished Goods | 3,346.66 | 4,323.39 |
| Work in Progress | 445.90 | 499.89 |
| Total - (A) | 4,664.66 | 5,747.76 |
| Inventories at the end of the year | | |
| Traded goods | 428.64 | 872.10 |
| Finished Goods | 738.38 | 3,346.66 |
| Work in Progress | 95.45 | 445.90 |
| Total - (B) | 1,262.47 | 4,664.66 |
| Decrease in Inventory (A-B) | 3,402.19 | 1,083.10 |

25. Employee Benefits Expense

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Salaries and Wages | 2,459.71 | 8,534.64 |
| Contribution to Provident and Other Funds | 170.76 | 462.78 |
| Staff Welfare Expenses | 288.36 | 752.77 |
| Total | 2,918.83 | 9,750.19 |

25.1 Employee benefits

Defined Contribution Plans

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees including whole time directors. Under the plans the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Provident Fund scheme additionally requires the Company to guarantee payment of interest at rates notified by the Central Government from time to time, for which shortfall if any, shall be provided for by the Company.

Contributions to these Defined Contribution Plans, charged to Statement of Profit and Loss during the year are as under:

Rs. in lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| Employer's contribution to provident fund | 53.52 | 187.56 |
| Employer's contribution to Superannuation fund | 15.72 | 43.64 |
| Employer's contribution to Pension scheme | 25.42 | 119.02 |

Defined Benefit Plans

The employees' gratuity fund and leave encashment (PL) schemes managed by Life Insurance Corporation of India are defined benefit plans. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Changes in the present value of the defined benefit obligation are, as follows:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|---|-----------------|-------------------------|
| Defined benefit obligation at April 1, 2023 | 1,975.81 | 736.11 |
| Current service cost | 97.96 | 110.99 |
| Interest expense | 137.37 | - |
| Benefits paid | (288.51) | (112.19) |
| Actuarial (gain)/ loss on obligations - OCI | (113.39) | - |
| Defined benefit obligation at March 31, 2024 | 1,809.24 | 734.92 |
| Current service cost | 8.34 | 5.23 |
| Interest expense | 64.84 | 29.49 |
| Benefits paid | (1,822.48) | (652.77) |
| Actuarial (gain)/ loss on obligations - OCI | 93.99 | (54.87) |
| Defined benefit obligation at March 31, 2025 | 153.93 | 62.00 |

Changes in the fair value of plan assets are, as follows:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|--|-----------------|-------------------------|
| Fair value of plan assets as at April 1, 2023 | 1,737.05 | 3.29 |
| Contribution by employer | 414.67 | 700.94 |
| Interest income | 135.01 | 26.53 |
| Benefits paid | (288.51) | - |
| Return on plan assets (excluding amounts included in net interest expense) - OCI | (14.92) | (26.36) |
| Fair value of plan assets as at March 31, 2024 | 1,983.30 | 704.40 |
| Contribution by employer | 0.14 | - |
| Interest income | 77.41 | 27.29 |
| Benefits paid | (1,822.48) | (652.77) |
| Return on plan assets (excluding amounts included in net interest expense) - OCI | (10.34) | (8.28) |
| Fair value of plan assets as at March 31, 2025 | 228.03 | 70.64 |

Reconciliation of fair value of plan assets and defined benefit obligation:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|---|-----------------|-------------------------|
| Fair value of plan assets at March 31, 2024 | 1,983.30 | 704.40 |
| Defined benefit obligation at March 31, 2024 | 1,809.24 | 734.92 |
| Amount recognised in the Balance Sheet at March 31, 2024 | 174.06 | (30.52) |
| Fair value of plan assets at March 31, 2025 | 228.03 | 70.64 |
| Defined benefit obligation at March 31, 2025 | 153.93 | 62.00 |
| Amount recognised in the Balance Sheet at March 31, 2025 | 74.09 | 8.64 |

Amount recognised in Statement of Profit and Loss:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|--|-----------------|-------------------------|
| Current service cost | 8.34 | 5.23 |
| Net interest expense | (12.57) | 2.20 |
| Remeasurement of Net Benefit Liability/ Asset | - | - |
| Amount recognised in Statement of Profit and Loss for year ended March 31, 2024 | (4.23) | 7.43 |
| Current service cost | 97.96 | 110.99 |
| Net interest expense | 2.36 | (26.53) |
| Remeasurement of Net Benefit Liability/ Asset | - | - |
| Amount recognised in Statement of Profit and Loss for year ended March 31, 2023 | 100.32 | 84.46 |

Amount recognised in Other Comprehensive Income:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|--|-----------------|-------------------------|
| Actuarial (gain)/ loss on obligations | 93.99 | (54.87) |
| "Return on plan assets (excluding amounts included in net interest expense)" | 10.34 | 8.28 |
| Amount recognised in Other Comprehensive Income for year ended March 31, 2025 | 104.33 | (46.59) |
| Actuarial (gain)/ loss on obligations | (113.39) | - |
| "Return on plan assets (excluding amounts included in net interest expense)" | 14.92 | 26.36 |
| Amount recognised in Other Comprehensive Income for year ended March 31, 2024 | (98.47) | 26.36 |

The major categories of plan assets of the fair value of the total plan assets are as follows:

Rs. in Lakhs

| Investment Details | March 31, 2025 | | March 31, 2024 | |
|---------------------|-----------------|-------------------------|-----------------|-------------------------|
| | Gratuity Funded | Leave Encashment Funded | Gratuity Funded | Leave Encashment Funded |
| Gratuity Fund (LIC) | 228.03 | 70.64 | 1,983.30 | 704.40 |

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Discount rate (in %) | | |
| Gratuity | 7.22% | 7.50% |
| Leave Encashment | 7.22% | 7.50% |
| Salary Escalation (in %) | | |
| Gratuity | 6.00% | 6.00% |
| Leave Encashment | 6.00% | 6.00% |
| Rate of return in plan assets (in %) | | |
| Gratuity | 7.22% | 7.50% |
| Leave Encashment | 7.22% | 7.50% |
| Expected average remaining working lives of employees (in years) | | |
| Gratuity | 16.50 | 16.56 |
| Leave Encashment | 16.50 | 16.56 |

A quantitative sensitivity analysis for significant assumption as at March 31, 2025 is as shown below:

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.

Rs. in Lakhs

| Particulars | Gratuity | Leave encashment |
|----------------------|----------|------------------|
| Discount rate | | |
| +1% | 78.26 | 21.52 |
| -1% | (86.96) | (23.21) |
| Salary growth | | |
| +1% | (97.69) | (27.90) |
| -1% | 89.60 | 26.39 |

The following payments are expected contributions to the defined benefit plan in future years:

Rs. in Lakhs

| Year ending March 31, | Gratuity 2025 | Leave encashment 2025 |
|--------------------------------|---------------|-----------------------|
| 2026 | 48.20 | 23.74 |
| 2027 | 8.28 | 8.00 |
| 2028 | 26.71 | 7.67 |
| 2029 | 13.99 | 7.18 |
| 2030 | 16.64 | 4.97 |
| 2031 - 2035 | 68.05 | 23.18 |
| Total expected payments | 181.87 | 74.75 |

The average duration of the defined benefit plan obligation

| Particulars | March 31, 2025 | March 31, 2024 |
|------------------------|----------------|----------------|
| - for gratuity | 5.00 | 6.00 |
| - for leave encashment | 4.00 | 4.00 |

26. Finance costs

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--------------------------------------|-----------------------|-----------------------|
| Interest on Term Loans | 43.62 | 15,629.10 |
| Interest on Short term borrowings | 1,246.58 | 22,215.38 |
| Total Interest | 1,290.20 | 37,844.49 |
| Other borrowing costs - Bank Charges | 4,843.05 | 10,039.74 |
| Interest on Tax dues | - | 28.40 |
| Total | 6,133.25 | 47,912.63 |

26.1 During the year, the company is in default of principal and interest on the borrowings from various lenders on account of financial stress. The lenders have classified the company's loan accounts as NPA in the financial year 2018-19 and continuing the same status in the current year too. Pending receipt of interest demands and confirmation of balances of loans from various lenders, the Company has been accounting the interest / penal interest as per the rates of interest mentioned in the sanction letters, Corrective Action Plan (CAP) and other loan documents. Adjustments, if any, for the interest and penal interest accounted, will be made on getting the information from the lenders.

27. Other Expenses

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Chemicals and consumables | 205.05 | 1,063.35 |
| Rent | 209.27 | 118.31 |
| Rates and Taxes | 31.01 | 249.83 |
| Electricity and Water | 77.37 | 81.90 |
| Stores and Spares Consumed | 110.36 | 498.99 |
| Repairs and Maintenance: | | |
| to Buildings | 116.76 | 5.86 |
| to Plant and Machinery | 94.57 | 587.87 |
| to Others | 218.36 | 532.88 |
| Insurance | 165.72 | 846.49 |
| Printing and Stationery | 6.14 | 30.88 |
| Postage, Telephone and Telex | 26.22 | 39.25 |
| Travelling and Conveyance | 157.11 | 602.07 |
| Advertisement and Publicity | 44.96 | 188.01 |
| Employee Recruitment and Training | 5.16 | 5.27 |
| Legal, Secretarial and Share Registry Exp | 352.15 | 468.29 |
| Professional and Consultancy | 193.21 | 208.90 |
| Directors Sitting Fees | 12.30 | 9.30 |
| Investments written off | 2,190.17 | - |
| Payment to Auditors (Refer Note 39) | 65.10 | 75.95 |
| Transport and Handling | 3,309.71 | 18,929.97 |
| Distribution | 300.15 | 663.72 |
| Sales Commission / discounts / rebates | - | - |
| Bad Debts / Advances written off | 6,677.00 | - |
| Provision for doubtful debts | - | 787.12 |
| Loss on foreign currency transactions | - | 13.31 |
| Miscellaneous Expenses | 161.17 | 551.39 |
| Total | 14,729.02 | 26,558.91 |

28. Tax expense Reconciliation

a) The major components of income tax expense for the year ended March 31, 2024 and March 31, 2023 are as follows:

(i) Statement of Profit & Loss

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| 1. Current Tax | | |
| Current tax expense for the current year | 148.91 | - |
| Current tax expense pertaining to prior periods | - | - |
| Total | - | - |
| 2. Deferred Tax | | |
| Deferred tax expense for current year | 839.54 | (1,374.13) |
| Total income tax expense recognised in statement of Profit & Loss | 988.45 | (1,374.13) |
| (ii) OCI Section | | |
| Income tax charged to OCI | 18.02 | (75.49) |
| Net Total Tax Expense | 970.43 | (1,298.64) |

b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate :

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| Accounting profit before tax from continuing operations | 243,475.60 | (129,773.42) |
| Accounting profit before tax from discontinuing operations | - | - |
| Accounting profit before income tax | 243,475.60 | (129,773.42) |
| Income tax Rate | 31.20 | 31.20 |
| Income tax | 75,964.39 | (40,486.06) |
| Current year losses on which deferred tax asset not considered | - | 9,143.84 |
| Previous year losses for which created deferred tax assets | - | - |
| Non-deductible expenses for tax purposes: | | |
| Other non-deductible expenses | 184.76 | 30,043.58 |
| Net tax Expense charged to P&L | 34,339.11 | (1,298.64) |

(c) During the year, the Company has not recognized any deferred tax assets or liabilities in the financial statements. This decision is in line with Ind AS 12 - Income Taxes, which requires the recognition of deferred tax only to the extent that it is probable that sufficient future taxable profits will be available against which deductible temporary differences and carry-forward losses can be utilized. The primary reasons for the non-recognition of deferred tax are as follows:

1. Sale of Assets:

Assets Care Reconstruction Enterprise (ACRE), Secured Creditor, invoked SARFAESI Act 2002, took symbolic possession of all assets on 12th Oct 2023, entered into an OTS agreement and had recovered debt from sale of core assets (Urea and MI facilities), non-core assets (all assets other than Urea and MI assets) amounting to Rs.1685 Crores and Rs. 200 crores respectively totaling to Rs. 1885 crores plus cutback pending and due till June 30, 2024, towards full and final settlement of debt outstanding of Rs. 3858 Crores claimed by ACRE as of 10th December 2023.

The Board of Directors on May 31, 2024, took note of the issue of Sale Certificate by ACRE and handover of Physical Possession of Core Secured Assets of NFCL to AM Green Ammonia (India) Private Limited, the buyer.

Consequently, ACRE has issued a No Due Certificate dated 11th July 2024, confirming that NFCL stands unconditionally and irrevocably released and discharged of any liabilities, dues, demands or claims in respect of the outstanding debt, other amounts due and payable to ACRE, including release of all security created in favour of ACRE, personal guarantees and pledge of shares of NFCL held by promoter (Amlika Mercantile Private Limited). NFCL, as on 11th July, 2024, does not have any term loans and working capital debt outstanding with the Banks.

There were no PPE available for operations in view of recovery from sale of Assets by the Lenders. Ammonia/Urea plants operated up to 4th June 2024, i.e., one plant till 31st May 2024 and the other plant till 04th June 2024, Micro Irrigation Plants operated till 31st May 2024.

Post the recovery by ACRE there are no physical assets (which includes all Property, Plant, and Equipment (PPE)) remaining with the company.

As there are no remaining physical assets including PPE assets, there is no difference between the Income Tax Block and the Company's Act Block, which would otherwise give rise to temporary differences that need to be recognized for deferred tax purposes.

2. Reduction in Operations:

Following the recoveries by ACRE, the Company does not have any revenue generating activities and operations have significantly reduced. The company is currently focusing mainly on recovery of its remaining claims and dues and settlements of operating debt. Given the current status of operations and levels of net current liabilities, there is no expectation of continuing operations or generating taxable profits in the near future.

3. Set-off of Carry-forward Losses:

The Company has carry-forward losses under the Income Tax Act, 1961, which, in the view of the management, will likely be set off against future taxable profits, if any. However, in light of the reduced operations and the absence of foreseeable taxable profits, the Company does not anticipate being able to utilize the deferred tax assets.

As a result, the Company has not recognized any deferred tax assets or liabilities for the year.

(d) 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 as they relate to income taxes levied by the same tax authority.

29. Material Uncertainty on the Company's ability to continue as a going concern and appropriateness of use of going concern basis of accounting in preparation of financial statements.

i). Consequent to the settlement of Debt vide receipt of sale proceeds from Core and Non- Core assets by ACRE, there are no other assets including property plant and equipment left with the Company for operations. "No Dues and Security release Certificate" from ACRE was received on 11th July 2024, thereby affecting the Going Concern of the Company and accordingly drawn the Financial statements for the year ended on March 31, 2025.

ii) Without considering the energy and other claims from the Government, the current liabilities exceed the current assets by Rs. 86,095.55 Lakhs.

Accordingly, Financial Statements for the FY 2024-25 has been prepared on not a going concern basis

30. (i) Government of India announced New Urea Policy (NUP)-2015 and Gas Pooling Policy for Fertilizer (Urea) Sector which are effective from 1st June 2015 to 31st March 2019. Government of India extended the NUP -2015 from 1st April 2019 until further orders. Income from Urea Operations has been recognised in accordance with the said policies. Income towards freight subsidy, Reimbursement claims towards additional fixed cost, Input escalation / de-escalation, have been recognized for the year ended on March 31, 2025 in terms of the said policies.

(ii) De-escalation of Urea subsidy and De-escalation of Gas Costs used as Raw material and generation of Power for FY 2022-23.

The Subsidy income is recognised based on the notified Gas Pool prices for the time being in force and upon final notification of the prices the escalation / de-escalations are accounted for in the year in which these notifications are issued. During the 3rd quarter the final Gas Pool price for the year 2022-23 has been notified by the DOF (Annual cumulative Gas Pool price has come down) in line with which GAIL has issued Credit note and NFCL has recognized reduction in Gas Costs by Rs. 17,555.01 Lakhs and correspondingly NFCL has reduced its Urea Subsidy claim by Rs. 16,879.16 Lakhs for FY 2022-23. Accordingly, the reduction in cost of raw material / power and fuel and consequent de-escalation of the subsidy revenues, respectively, belonging to FY 2022-23 have been accounted in line with the said notification and continued accounting policy. Further adjustments required, if any, will be considered on notification of final prices. As there is no production from 4th June 2024 there is no revenue from Operations to be recognised from 2nd quarter.

(iii) The Government extended the preset energy norms which were valid till 31st March 2023. Accordingly, Subsidy income is recognized based on Target Energy Norms as per NUP-2015 policy for the Quarter ended June 2024 and there is no production from June 2024 as the Plants were sold.

31. Impairment of Property Plant & Equipment

No impairment test for PPE's carried out.

32. Contingent Liabilities and Commitments (to the extent not provided for)

Rs. in Lakhs

| | March 31, 2025 | March 31, 2024 |
|--|------------------|------------------|
| A. Contingent Liabilities: | | |
| i) Claims against the Company not acknowledged as debt: | | |
| a) Tax matters in appeal: | | |
| - Income Tax | - | - |
| - Customs Duty and Indirect taxes | 360.80 | 345.82 |
| b) Matters under arbitration (Refer Note 32.1) | 2,162.92 | 1,325.00 |
| c) Other claims against the company (Water cess, NALA tax and others) | 79,072.35 | 62,181.37 |
| ii) Guarantees excluding financial guarantees : | | |
| - Counter guarantees given to Bankers in respect of Bank guarantees issued by them | - | 22.00 |
| iii) Other money for which the Company is contingently liable: | | |
| - Compensation for 33.35 acres (Previous year 33.35 acres) of land in Company's possession - amount not ascertainable | - | - |
| - Claim for using the "Nagarjuna Brand/ Trade mark" - amount not ascertainable (Refer note 32.2) | - | - |
| - Claims from various creditors who have filed petitions before court/ tribunals - amount not quantified (Refer No.32.3) | - | - |
| | 81,596.07 | 63,874.19 |
| B. Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) | - | 1,068.90 |

GAIL has recovered interest in the past and also raising claims for interest on the amounts due which is being disputed by the company. The company is not accounting for further interest from 1st July 2024 onwards.

32.1 (a) There are various claims against the company which are in dispute in various forums, courts, appeals, including arbitration awards.

(b) In relation to some of the contracts for purchase of fertilisers, an international Arbitration Award has been passed against the Company in September 2016 for USD 14,398,188 and GBP 690,630 and interest as applicable apart from costs based on a claim filed by one of the Suppliers of Fertilizers to the Company.

The Company is of the view that the Award has been obtained based on documents tampered with and mis-representations of facts by said supplier. The Company is contesting the enforcement of the Award in the Courts in India and has also filed a Criminal Complaint before the Metropolitan Magistrate of Hyderabad against the supplier and its officials. Judgement came in favour of the Company, aggrieved by the Judgement, supplier made an appeal to the Supreme Court of India. Matter yet to be heard.

(c) The Company entered into two Contracts dated December 15, 2012 on Early Works, Offshore and Onshore towards certain engineering drawings to be utilised towards its plant for third ammonia and urea project on conditions that balance amounts payable only upon (a) the announcement of a fertilizer policy and (b) that the fertilizer policy being found favorable for the Project of the Company. The Company could not proceed further as the policy was not conducive for the project.

The service provider raised invoices for the balance amounts claiming that the work carried out was per contract. As the amounts were not paid the service provider invoked arbitration. The arbitral Tribunal passed an award on October 23, 2017 for USD 877,500, GBP 52,314, EUR 455,000 and INR 221.39 Lakhs and interest as applicable apart from costs in favour of the claimant. NFCL challenged the Awards by filing two petitions separately for each case under section 34 of Arbitration & Conciliation Act as the tribunal ignored vital evidence such as Govt communication dt 9th May 2013 where in the industries we're asked not to proceed further without necessary approvals from Govt, amongst other grounds. Matter yet to be listed for hearing.

Based on the current legal progress, the management has provided for 25% of the claim made on the Offshore contract and deposited 15% of the onshore contract value with the court. The Company continues to proceed legally and hence the balance claims have been disclosed as contingent liabilities.

32.2 Various other Cases / Petitions filed against the company in NCLT / Courts / Other Tribunals:” Few other creditors have filed petitions against the company in various Courts / Tribunals for recovery of dues / claims for compensation for their services / supplies and all these matters are at various stages in the respective courts. The legal counsels opinioned that these cases / petitions filed against the company are not tenable and are of the view that these cases may not have any impact on the financials of the company.

Basis the legal opinion the management is of the view that the other pending litigations may not have any adverse impact on the financial position of the company as at the year end. If and when this assumption changes and they do become material and adversely it will be appropriately reported as per the extant guidelines.

32.3 Amlika Mercantile Private Limited (AMPL), Core Promoter of the Company had preferred an appeal before Hon'ble National Company Law Appellate Tribunal (NCLAT), Chennai, against the Order dated 27.08.2021, passed by the 'National Company Law Tribunal', Hyderabad Bench, admitting the Nagarjuna Fertilizers and Chemicals Limited (NFCL) into Corporate Insolvency Resolution Process (CIRP) under Insolvency and Bankruptcy Code, 2016.

Basis the appeal of AMPL, Hon'ble NCLAT, Chennai, vide order dated October 05, 2023, has allowed the appeal by setting aside the impugned order dated August 27, 2021, passed by Hon'ble NCLT, Hyderabad Bench. Thereby, the Company exited CIRP under IBC, 2016 effective October 05, 2023.

AMPL has claims the legal expenses for the NCLAT appeal filed on behalf of the Company and the company is liable to reimburse the legal expenses to AMPL.

32.4 Claim by GAIL and against GAIL

i) Claim by GAIL

GAIL has filed a petition under section 9 of Arbitration and Conciliation Act, 1996, in Hon'ble Hight Court of Delhi, seeking relief for their outstanding dues. The Company is contesting the case disputing the total claim of GAIL stating that GAIL has stopped supplies in 2018 as the company was unable to comply with the gas supply agreement terms (as regards security and payment terms) and GAIL resumed supplies after intervention of DoF, MoCF, Gol assuring GAIL on payments and payment security via Office Memorandum (OM). The Government did not agree to pay GAIL within a specified period nor did it agree to reimburse GAIL of any interest as can be clearly seen in the Office Memorandum (OM) of DOF, basis of which resumed the gas supply. GAIL was fully aware of the impossibility of the company complying with the security and payment terms in gas supply and has communicated in writing in various legal forums and with DoF that it started supplies only after security and assurances of payment from DoF. Despite this GAIL has adjusted payments/recovered interest since 2018 and also raising claims for interest post the sale of assets on the amounts due. The company is disputing interest being claimed by GAIL with GAIL, with DoF and in Legal Forums.

ii) Claims Against GAIL

The company had lost the GAIL arbitration case in 2023. The company filed an application under section 34 of Arbitration and Conciliation Act 1996 which is pending adjudication in Delhi High Court since 2023. All the assets of NFCL have been sold basis the secured creditor invoking SARFAESI. The company's accounts have been drawn up accordingly as a non-going concern. Given the financial situation NFCL assigned its rights in favour of AMPL to represent it in all legal forums/proceedings to pursue claims from GAIL including Arbitration claim in its name as an assignee along with agency coupled with interest under the provisions of Indian Contract Act, 1872. Should GAIL satisfy the award in the future, from the net proceeds, NFCL shall use the award as it deems fit after clearing its liabilities.

32.5 The Company has been using the Nagarjuna Brand I Trademarks for its urea and other products under a license agreement Dt 29/01/1998 with the grantor, a related party. The company, during the period ended on 31.12.2021, received a claim from the grantor asserting its right to royalty for the period from 29/01/1998. The company agreed without impairment and prejudice to the rights of AMPL in any manner whatsoever to settle the claims in a manner such that the dues are secured and paid/deducted on a priority basis from the receipts if any from claims against GAIL if and when GAIL satisfies the award in relation to pipeline accident The Dolaramud.; trademark/mascot being used by the Group and by NFCL in urea packaging. After the government letter dated August 18, 2023, on One Nation One Fertilizers by introducing Single Brand for fertilizers and Logo under fertilizer subsidy scheme, the company has discontinued use of trademark and did not renew the trademark. The group agreed to continue the trademark. Based on the agreed terms with NACL the company has written to NACL to stop utilising the Nagarjuna name, group logo or trademarks vide letter dated 28th May 2025 after hearing news that there is a change in company's ownership and management.

33. Disclosure under Ind AS 24, Related Party Disclosures

33.1. List of related parties and their relationships

Subsidiaries

- (i) Jaiprakash Engineering and Steel Company Limited (JESCO)

Ceased to be Subsidiary from 12th June 2024

Associates

- (i) KVK Raju International Leadership Limited

Key Management Personnel

- (i) Mr.K.Rahul Raju, Managing Director
- (ii) Mr. Chanda Sreekanth, Company Secretary
- (iii) Mr. Sudhakara Rao Annam, Chief Financial Officer
- (iv) Mr. K Srirama Raju, Chief Financial Officer

Relatives of Key Management Personnel.

- (i) Smt. K Lakshmi Raju (Sister of Shri K Rahul Raju)
- (ii) Smt. K. Veda Raju (Wife of Shri K Rahul Raju)

Non - Executive Directors

- (i) Mr.Uday Shankar Jha, Chairman
- (ii) Mr. Chandra Pal Singh Yadav, Nominee director of KRIBHCO
- (iii) Ms.Lalitha Raghuram, Independent Director
- (iv) Mr. Rajendra Mohan Gonela, Independent Director
- (v) Mr. Sudhakar Kudva, Independent Director

Enterprises which have significant influence

- (i) Amlika Mercantile Private Limited

Enterprises significantly influenced by Key Management personnel or their relatives

- (i) Nagarjuna Educational Trust

33.2 Related party transactions during the year are as under:

| Nature of transaction | Directors | | Associates | | Key Mgmt. Personnel | | Relatives of Key Mgmt. Personnel | | Enterprises significantly influenced by Key Management personnel or their relatives | |
|--|-----------|---------|------------|---------|---------------------|---------|----------------------------------|---------|---|---------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Rent Received | | | | | | | | | | |
| Nagarjuna Educational Trust | | | | | | | | | - | 2.06 |
| Sundry Creditors Nagarjuna Educational Trust | | | | | | | - | - | 18.93 | 9.08 |
| Sitting Fees to Non Executive & Independent Directors | 12.30 | 9.30 | | | | | | | | |
| Remuneration to KMPs | | | | | | | | | | |
| (a) Short-term employee benefits including perquisites | | | | | 124.24 | 127.11 | | | | |
| (b) Post-employment benefits | | | | | 12.96 | 10.41 | | | | |

33.3 Remuneration to key management personnel of the Company

The remuneration to KMPs disclosed in the table has been recognised as an expense during the reporting period.

33.4 Balances outstanding as at March 31, 2025

| Nature of transaction | Subsidiaries | | Associates | | Key Mgmt. Personnel | | Relatives of Key Mgmt. Personnel | | Enterprises significantly influenced by Key Management personnel or their relatives | |
|---|--------------|----------|------------|---------|---------------------|---------|----------------------------------|---------|---|---------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Investments | | | | | | | | | | |
| Jaiprakash Engineering and Steel Company Limited | | 2,256.17 | | | | | | | | |
| KVK Raju International Leadership Limited | | | 15.00 | 15.00 | | | | | | |
| Provision for diminution in the value of investment | | 2,256.17 | 15.00 | 15.00 | | | | | | |
| Other Receivables | | | | | | | | | | |
| Rental and other deposits with | | | | | | | | | | |
| Smt. K Lakshmi Raju | | | | | | | 85.00 | 85.00 | | |
| Expenses Payable | | | | | | | | | | |
| Shri.K Rahul Raju | | | | | 13.45 | 13.45 | | | | |
| K Veda Raju | | | | | 941.12 | 941.12 | | | | |
| Smt. K Lakshmi Raju | | | | | | | 32.50 | 32.50 | | |
| Other Current Financial Liabilities | | | | | | | | | | |
| Shri K Rahul Raju* | | | | | 10.48 | 40.24 | | | | |
| Mr.ANNAM SUDHAKARA RAO | | | | | | 2.68 | | | | |
| Mr.K Srirama Raju | | | | | 2.43 | | | | | |
| Mr. M. Vijaya Bhaskar | | | | | | 1.38 | | | | |
| Mr.Chanda Sreekanth | | | | | 0.86 | | | | | |
| Nagarjuna Educational Trust | | | | | | | | | - | 18.93 |

* Previous Year Figures are restated in conformity with current year figures

33.5 Terms and conditions of transactions with related parties

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the yearend are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the Nine months ended December 31, 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

34. Segment Reporting

The financial results comprise the combined operations of the Company relating to the Fertilizer and Micro Irrigation businesses. The financial results of Micro Irrigation being below the reportable thresholds, and since they do not have similar economic characteristics and do not share any of the aggregation criteria, are neither disclosed as separate segments nor combined as "all other segments" for the purpose of disclosures under Ind AS 108 - Operating Segments.

Entity wise disclosures :

Geographical information

Rs. in Lakhs

| | Revenue from external customers | | Non-current assets* | |
|---------------|---------------------------------|---------------------------|----------------------|----------------------|
| | Year ended March 31, 2025 | Year ended March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| India | 70,319.66 | 476,538.60 | - | 67,002.50 |
| Outside India | - | - | - | - |
| | 70,319.66 | 476,538.60 | - | 67,002.50 |

* Non-current assets excluding financial instruments, deferred tax assets, post-employment benefit assets and rights arising under insurance contracts.

Information about revenue from major customers which is included in revenue

Rs. in Lakhs

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---------------------------|---------------------------|
| Subsidy claims on Government of India pursuant to its Fertilizer subsidy policies | 58,268.19 | 404,754.29 |
| | 58,268.19 | 404,754.29 |

35. Fair Value

Category-wise classification of Financial Instruments

Rs. in Lakhs

| Particulars | Re-fer Note | Non-current | | Current | |
|---|-------------|----------------------|----------------------|----------------------|----------------------|
| | | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| Financial assets measured at amortised cost | | | | | |
| Security deposits | 5 | 323.49 | 480.60 | 8,616.31 | 8,616.89 |
| Loans and advances to related parties | 5 | - | - | - | - |
| Loans to employees | | - | - | - | - |
| Non current margin money deposit | 5 | - | - | - | - |
| Interest accrued on deposit and advances | 5 | - | - | 6.35 | 29.87 |
| Unbilled revenue | 5 | - | - | - | - |
| Claims receivable | | - | - | - | - |
| Trade receivables | 7 | - | - | 23,781.54 | 43,925.95 |
| Cash and cash equivalents | 8 | - | - | 7,665.85 | 1,017.05 |
| Other Bank balances | 9 | - | - | 151.52 | 2,003.11 |
| Financial liabilities measured at amortised cost | | | | | |
| Term loans from banks | 14 | - | - | - | 104,868.28 |
| Term loans from others | 14 | - | - | 578.42 | 534.79 |
| Corporate loan from banks | 14 | - | - | - | 218,354.37 |
| Deferred Payment Liabilities | 14 | - | - | 1,343.49 | 2,343.49 |
| Trade payables | 19 | - | - | 130,345.90 | 135,935.16 |
| Payables towards deposits | 15 | 6,404.83 | 6,690.36 | 405.08 | 1,429.17 |
| Payables towards other Deposits | 15 | 235.15 | 215.15 | - | 25.00 |
| Payables towards purchase of fixed assets | 15 | - | - | 734.36 | 1,248.55 |

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables and short term loans approximate their carrying amounts largely due to the short-term maturities of these instruments.

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.

36. 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 liabilities :

Rs. in Lakhs

| Particulars | Date of valuation | Total | Fair value measurement using | | |
|--|-------------------|-------|---|---|---|
| | | | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Financial liabilities measured at fair value through profit or loss | | | | | |
| Foreign exchange forward contracts | March 31, 2025 | - | - | - | - |
| Foreign exchange forward contracts | March 31, 2024 | - | - | - | - |

The fair values of the foreign exchange forward contracts have been determined based in the valuation report obtained from the bank. Significant observable inputs used in the valuation report are quoted forward exchange rates.

37. Financial risk management objectives and policies

Financial Risk Management Framework

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 and advances, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed primarily to Credit Risk, Liquidity Risk and Market risk (fluctuations in foreign currency exchange rates and interest rate), which may adversely impact the fair value of its financial instruments. The Company's senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company based on the policies agreed by the Company's senior management. The same are summarised below:

A. 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. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. 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. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk except trade receivables where more than 50% is due from Government of India and various State Governments. The same are realisable in due course.

To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as :

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increases in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the company. The company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Exposure to credit risk

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL) | | |
| Other financial assets | 323.49 | 480.60 |
| Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL) | | |
| Trade receivables | 27,386.92 | 51,650.08 |

Balances with bank subject to low credit risk due to good credit rating assigned to this bank.

Trade receivables:

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients based on ageing.

The ageing analysis of trade receivables as of the reporting date is as follows:

Rs. in Lakhs

| Particulars | Neither past due not impaired | Past due but not impaired | | | | Total |
|--|-------------------------------|---------------------------|---------------|---------------|------------------|------------------|
| | | Less than 30 days | 30 to 60 days | 60 to 90 days | Above 90 days | |
| Trade receivables as of 31st March, 2025 | | | | | | |
| Government | - | - | - | - | 24,907.78 | 24,907.78 |
| Non Government | - | 0.01 | - | - | 2,479.13 | 2,479.14 |
| Total | - | 0.01 | - | - | 27,386.91 | 27,386.92 |
| Trade receivables as of 31st March, 2024 | | | | | | |
| Government | 38,210.29 | 1,565.73 | 186.74 | 117.27 | 6,576.91 | 46,656.94 |
| Non Government | 612.16 | 907.88 | 27.42 | 20.02 | 3,425.67 | 4,993.14 |
| Total | 38,822.44 | 2,473.61 | 214.16 | 137.28 | 10,002.58 | 51,650.08 |

The following table summarizes the changes in the allowances for doubtful accounts for trade receivables :

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|-----------------|-----------------|
| Start of the year | 7,724.13 | 6,937.01 |
| Provision for Impairment | (4,118.75) | 787.12 |
| Receivables written off during the year as uncollectible | - | - |
| Unused amounts reversed | - | - |
| End of year | 3,605.38 | 7,724.13 |

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 Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

B. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Year ended March 31, 2025

Rs. in Lakhs

| Particulars | Less than 1 year | 1 to 5 years | >5 years | Total |
|--|------------------|--------------|----------|------------|
| Loans from Banks / Financial institutions | 578.42 | - | - | 578.42 |
| Interest-free sales tax deferral loans from State Government | 1,343.49 | - | - | 1,343.49 |
| Deposits payable | - | 6,639.98 | - | 6,639.98 |
| Working capital demand loan from bank | - | - | - | - |
| Short term loan from bank | - | - | - | - |
| Trade payables | 130,345.90 | - | - | 130,345.90 |
| Other financial liabilities | - | - | - | - |

Year ended March 31, 2024

Rs. in Lakhs

| Particulars | Less than 1 year | 1 to 5 years | >5 years | Total |
|--|------------------|--------------|----------|------------|
| Loans from Banks / Financial institutions | 105,403.07 | - | - | 105,403.07 |
| Interest-free sales tax deferral loans from State Government | 2,343.49 | - | - | 2,343.49 |
| Deposits payable | - | 6,905.51 | - | 6,905.51 |
| Working capital demand loan from bank | 211,359.64 | - | - | 211,359.64 |
| Short term loan from bank | 6,994.73 | - | - | 6,994.73 |
| Trade payables | 135,935.16 | - | - | 135,935.16 |
| Other financial liabilities | - | - | - | - |

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the entity comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2024 and March 31, 2023

The sensitivity analyses 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 in place at March 31, 2024.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the 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 March 31, 2024 and March 31, 2023.

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. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The company's interest rate exposure is mainly related to variable interest rates debt obligations. The company uses a mix of interest rate sensitive loan facilities from the lenders to manage the liquidity and fund requirement for its day to day operations like working capital, short term loans and suppliers / buyers credit etc.,

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings with floating rate of interest affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

| Particulars | Increase/decrease in basis points | Effect on profit before tax |
|-----------------------|-----------------------------------|-----------------------------|
| | INR Lacs | |
| March 31, 2025 | | |
| INR | +50 | |
| INR | -50 | |
| March 31, 2024 | | |
| INR | +50 | 524.34 |
| INR | -50 | (524.34) |

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

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's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and borrowings in foreign currency.

| Particulars | USD in Million | Rs. in Lakhs | Euro in Million | Rs. in Lakhs |
|---|----------------|--------------|-----------------|--------------|
| Foreign currency exposure as at 31st March, 2024 | | | | |
| Trade receivables | - | - | 0.44 | 401.61 |
| Loans and other receivables | - | - | - | - |
| Trade payables | 1.54 | (1,321.00) | 0.003 | (2.68) |
| Foreign currency exposure as at 31st March, 2023 | | | | |
| Trade receivables | - | - | 0.44 | 389.79 |
| Loans and other receivables | - | - | - | - |
| Trade payables | 1.54 | (1,269.07) | 0.003 | (2.60) |
| Foreign exchange forward contracts | - | - | - | - |

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in **USD and Euro** exchange rates, 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. The Company's exposure to foreign currency changes for all other currencies is not material.

| Currency | Year ended March 2025 | | Year ended March 2024 | |
|--------------------------------------|-----------------------|--------------|-----------------------|--------------|
| | 5% increase | 5% decrease | 5% increase | 5% decrease |
| USD | 20.21 | (20.21) | 19.75 | (19.75) |
| Euro | (66.05) | 66.05 | (64.35) | 64.35 |
| Increase/(decrease) in profit | (45.84) | 45.84 | (44.59) | 44.59 |

Rs. in Lakhs

38. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, securities 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 monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

| Particulars | Rs. in Lakhs | |
|---|--------------------|---------------------|
| | At Mar 31, 2025 | March 31, 2024 |
| Interest bearing loans and borrowings (Note 14) | 578.42 | 323,757.44 |
| Less: Cash and short term deposits (Note 8&9) | 7,817.37 | 1,393.12 |
| Net debts | (7,238.95) | 322,364.32 |
| Equity share capital (Note 12) | 5,980.65 | 5,980.65 |
| Other Equity (Note 13) | (98,609.90) | (341,057.30) |
| Total Capital | (92,629.25) | (335,076.65) |
| Capital and net debt | (99,868.20) | (12,712.33) |
| Gearing ratio(%) | 7.25% | (2535.84%) |

Rs. in Lakhs

There have been breaches in the financial covenants of interest-bearing loans and borrowings in the current period. The gearing ratio as on March 31, 2024 has increased due to the losses during the current year.

39. Payment to Auditors

| Fee towards: | March 31, 2025 | March 31, 2024 |
|----------------------------------|----------------|----------------|
| Statutory Audit | 42.00 | 42.00 |
| Tax Audit | 7.50 | 7.50 |
| Limited Review | 12.00 | 12.00 |
| Certification and other Services | 3.60 | 14.45 |
| Total | 65.10 | 75.95 |

Rs. in Lakhs

40. Earnings per Equity Share

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Net Profit / (Loss) after tax (Rs in lakhs) | 242,487.143 | (128,388.87) |
| Number of Equity shares (fully paid up) | 598,065,003 | 598,065,003 |
| Face value of Equity Share (Rs) | 1 | 1 |
| Earnings per share – Basic & Diluted (Rs) | 40.545 | (21.47) |

Note: The Company has no dilutive instruments as at 31st March, 2025 and in the previous year. As such dilutive earnings per share equals to Basic Earnings per share.

41. Particulars of Loans and Advances in the nature of Loans as required by Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Rs. in Lakhs

| | Name of the company | Balance as at | | Maximum Amount outstanding during | |
|---|--|---------------|----------------|-----------------------------------|----------------|
| | | Mar 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| A | Subsidiaries | Nil | Nil | Nil | Nil |
| B | Associates | Nil | Nil | Nil | Nil |
| C | Advances in the nature of Loans where there is no repayment schedule | Nil | Nil | Nil | Nil |
| D | Advances in the nature of Loans where no interest is charged or interest is below the rate specified in section 186 of the Companies Act, 2013 | Nil | Nil | Nil | Nil |
| E | Advances in the nature of Loans to firms / companies in which directors are interested: | Nil | Nil | Nil | Nil |

42. Particulars of Loans, Guarantees or Investments in accordance with Section 186 of the Companies Act, 2013

| Name of the entity to whom loan/ investment/ guarantee / security was given / made | Relationship, if any, of the entity with the company | Amount of Loan / Investment / guarantee / security Rs. in Lakhs | Particulars of Loans, Guarantees given or Investments made | Purpose for which the loan or guarantee or security is proposed to be utilised by the recipient. |
|--|--|---|--|--|
| Not Applicable | | | | |

43. The year-end Foreign Currency exposures that have not been hedged by a derivative instrument or otherwise are given below: (as mandated by the Institute of Chartered Accountants of India in its announcement dated 05.12.2005)

| Particulars | Currency | Mar 31, 2025 | | Mar 31, 2024 | |
|----------------------|----------|---------------------|-------------|---------------------|--------------|
| | | In foreign currency | Rs.in Lakhs | In foreign currency | Rs. in Lakhs |
| Advances receivables | EUR | 435,000 | 401.61 | 435,000 | 368.27 |
| Trade Payables | USD | 1,543,558 | 1,321.00 | 1,543,558 | 1,170.13 |
| | EUR | 2,900 | 2.68 | 2,900 | 2.46 |

44. (i) The Company has assessed the recoverability of receivables, inventories and other financial assets considering the available internal and external information up to the date of approval of these financial statements. Considering the nature of these assets, the Company expects to recover the carrying amount of these assets.

(ii) The company has not borrowed funds from Banks/Financial Institutions during the year.

45 Additional Regulatory information:

- (i) There are no immovable properties as on 31st March 2025.
- (ii) The Company has no investment property
- (iii) The Company has not revalued its Property Plant and Equipment including Right of use assets
- (iv) The Company has not revalued its intangible assets.
- (v) The Company has not granted loans or advances in the nature of Loans to promoters, Directors , KMPs and the related parties (As defined under The Companies Act,2013) either severally or jointly with any other person, that are (a) repayable on demand; or (b) without specifying any terms or period of repayment.

(vi). a. Capital Work in Progress ageing schedule as on March 31, 2025

Rs. 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 | - | - | - | 758.00 | 758.00 |
| Less Impairment | - | - | - | 758.00 | 758.00 |
| Projects temporarily suspended | - | - | - | 0.00 | 0.00 |

(vi). b CWIP completion schedule as on March 31, 2025 is as under:

Rs. in Lakhs

| CWIP | to be completed in | | | |
|---|--------------------|-----------|-----------|-------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| Development of Mobile/Web Application for Field Team from Visionnet Systems Pvt Limited - SIGNING OFF S/W | - | - | - | 0.00 |
| TOTAL | - | - | - | 0.00 |

- (vii) The company has no intangible assets under development
- (viii) No proceeding has been initiated or pending against the company under the Benami Transactions (Prohibition) Act 1988.
- (ix) In respect of the borrowings from bank or financial institutions on the basis of security of current assets, quarterly returns, or statements of current assets are not being filed by the company.
- (x) The company is not a declared wilful defaulter by any bank or financial institution (as defined in the Companies Act 2013), or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (xi) The company has no transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956
- (xii) The following are the list of charges which are yet to be satisfied :

| Charge Holder Name | Charge Id | Date of charge creation | Amount Rs in lakhs | Reasons |
|--------------------|-----------|-------------------------|--------------------|---|
| UCO Bank | 100042498 | 13-07-2016 | 1300.00 | Consortium banks including UCO Bank, have assigned their entire fund based outstanding loans/financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| CANARA BANK | 90124189 | 20-09-2000 | 20.00 | |
| CANARA BANK | 10005518 | 29-03-2006 | 86.36 | |
| Canara Bank | 10056734 | 29-03-2006 | 108.30 | |
| ICICI BANK | 80062844 | 08-05-1996 | 1500.00 | Consortium banks including ICICI Bank Ltd, have assigned their entire fund based outstanding loans/financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |

| Charge Holder Name | Charge Id | Date of charge creation | Amount Rs in lakhs | Reasons |
|--|-----------|-------------------------|--------------------|--|
| ICICI BANK LIMITED | 80063337 | 07-12-1992 | 195.20 | Consortium banks including Punjab National Bank , have assigned their entire fund based outstanding loans/financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| ICICI BANK LTD | 80062790 | 12-07-1996 | 2135.00 | |
| ICICI BANK LTD | 80062791 | 20-06-1997 | 2500.00 | |
| ICICI LIMITED | 80062784 | 28-09-1998 | 12000.00 | |
| ICICI LIMITED | 80062787 | 17-12-1999 | 5000.00 | |
| IDBI | 80062785 | 09-04-1999 | 4500.00 | |
| IDBI BANK LTD | 80063343 | 29-04-1988 | 36500.00 | |
| IDBI BANK LTD | 80062792 | 25-05-1991 | 720.72 | |
| IDBI BANK LTD | 80062841 | 21-12-1995 | 17000.00 | |
| IDBI BANK LTD | 80063340 | 26-09-1997 | 3641.00 | |
| IDBI BANK LTD | 80062786 | 16-07-1999 | 1500.00 | |
| IDBI BANK LTD | 80063339 | 14-01-2000 | 1500.00 | |
| INDUSTRIAL DEVELOPMENT BANK OF INDIA | 80011941 | 19-03-1991 | 559.76 | |
| INDUSTRIAL DEVELOPMENT BANK OF INDIA | 80062842 | 29-12-1995 | 23500.00 | |
| INDUSTRIAL DEVELOPMENT BANK OF INDIA | 80062845 | 25-09-1998 | 10000.00 | |
| KARUR VYSYA BANK LTD | 80063341 | 04-01-2001 | 2000.00 | |
| KARUR VYSYA BANK LTD | 80063342 | 02-02-2001 | 1015.74 | |
| PUNJAB NATIONAL BANK | 80002483 | 21-06-1997 | 1350.00 | |
| SICOM LIMITED | 80061035 | 31-03-2003 | 3000.00 | Consortium banks including SBI, have assigned their entire fund based outstanding loans/ financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| STATE BANK OF INDIA | 10018792 | 08-08-2006 | 1500.00 | |
| THE BANK OF RAJASTHAN LIMITED | 80061033 | 06-05-2002 | 1200.00 | |
| THE KARNATAKA BANK LTD | 80063338 | 19-01-2002 | 1600.00 | Consortium banks including UCO Bank, have assigned their entire fund based outstanding loans/financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| UCO BANK | 90124190 | 26-09-2000 | 200.00 | |
| BIOTECHNOLOGY INDUSTRY RESEARCH ASSISTANCE COUNCIL | 10532604 | 20-10-2014 | 285.10 | |

(xiii) The Group has complied with the number of layers prescribed under clause 87 of Section 2 of the Act read with the companies (restriction on number of layers) Rules 2017

(xiv) Ratios:

| S No | Name of the Ratio | Numerator | Denominator | Ratio | | Increase / decrease |
|------|---|-------------------|-------------------|-----------------------|-----------------------|---------------------|
| | | Value Rs in lakhs | Value Rs in lakhs | Year Ended March 2025 | Year Ended March 2024 | |
| 1 | Current Ratio (Current Assets ÷ Current Liabilities) | 46,544.27 | 132,639.82 | 0.35 | 0.15 | 134.57% |
| 2 | Debt Equity Ratio (Total Debt ÷ Shareholder's Equity) | 1,921.91 | (92,629.25) | (0.02) | (0.97) | (97.87%) |
| 3 | Debt Service Ratio (Profit After Tax, Interest on borrowings, Depreciation & Loss/(Profit) on sale of Fixed Assets ÷ Interest & lease Payments + Principal Repayments) | 231,481.70 | 1,921.91 | 120.44 | (0.80) | (15159.16%) |
| 4 | Return on Equity Ratio (Profit After Tax (PAT) ÷ Avg(Equity + Reserves and Surplus)) | 242,487.14 | (213,852.95) | (1.13) | 0.47 | (339.31%) |
| 5 | Inventory Turnover Ratio (Net Sales ÷ Avg(Total Inventory- loose tools-spares)) | 70,319.66 | 2,692.89 | 26.11 | 100.68 | (74.06%) |
| 6 | Trade Receivables Turnover Ratio (Net Sales ÷ Average Receivables) | 70,319.66 | 39,518.50 | 1.78 | 9.70 | (81.65%) |
| 7 | Trade Payables Turnover Ratio (Net Credit Purchases ÷ Average Trade Payables) | 75,054.63 | 132,511.08 | 0.57 | 4.00 | (85.85%) |
| 8 | Net Capital Turnover Ratio (Net Sales ÷ Working Capital) | 70,319.66 | (86,095.55) | (0.82) | (1.20) | (32.06%) |
| 9 | Net Profit Ratio (Profit After Tax ÷ Net Sales) | 242,487.14 | 70,319.66 | 3.45 | (0.27) | (1379.92%) |
| 10 | Return on Capital Employed (Profit Before Interest & Tax ÷ Capital Employed) | 249,608.84 | (90,707.34) | (2.75) | 9.12 | (130.2%) |
| 11 | Return on Investment (Equity) | NIL | Nil | NA | NA | NA |

Reasons for Variance in Ratios: Reasons for change in the ratios by more than 25% as compared to the preceeding year are increase in - cost of production, interest costs, debt due to non-repayment of loans and the resulting increase in loss.

- (xv) The company has not undertaken any scheme of arrangements in terms of section 230 to 237 of the Companies Act 2013 during the year.
- (xvi) (A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(B) 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 (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (xvii) During the year, the company has not surrendered or disclosed any transaction in the Income tax assessments under the Income Tax Act 1961, which was not recorded in the books of account
- (xviii) The Company is not covered under section 135 of the Companies Act 2013.
- (xix) The company has not traded or invested in crypto currency or virtual currency during the financial year

46. Balances in the accounts of various parties appearing in these statements are subject to confirmations and reconciliations.

47. The figures of the previous year have been reclassified / regrouped, wherever necessary, to make them comparable with that of Current Year.

Notes 1 to 47 above form an integral part of the Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

**CONSOLIDATED
FINANCIAL STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

To the Members of

NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED **Report on the Audit of the Consolidated Financial Statements**

Opinion

We have audited the accompanying Consolidated Financial Statements of **M/s Nagarjuna Fertilizers and Chemicals Limited** ("the Holding Company") and its associate ("the Holding Company" and its associate together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31st, 2025, the consolidated Statement of Profit and Loss (including other comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of the material Accounting Policies and other Explanatory Information ("the Consolidated Financial Statements").

The Consolidated Financial statements include the following entities

- a) Nagarjuna Fertilizers and Chemicals Limited (Holding)
- b) KVK Raju International Leadership Limited (Associate)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated IND AS Financial Statements give the information required by 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 their consolidated state of affairs of the Company as at March 31, 2025, of consolidated profit, and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the financial statements of "the Group" in accordance with the Standards on Auditing 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 Financial Statements of "the Group" section of our report. We are independent of "the Group" in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements of "the Group" under the provisions of the Act and the Rules made 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 qualified audit opinion on the financial statements of "the Group"

Emphasis of Matter Paragraph:

We refer to the following notes to "the Consolidated Financial Statement":

a) Relating to Going Concern:

- i Consequent to the settlement of Debt vide receipt of sale proceeds from Core and Non-Core assets by ACRE, there are no other assets including property plant and equipment left with the Company for operations. "No Dues and

Security release Certificate" from ACRE was received on 11th July 2025, thereby affecting the Going Concern of the Company and accordingly drawn the Financial statements for the year ended on March 31, 2025." – Refer Note No. 29 to the Consolidated Financials.

- ii Without considering the energy and other claims from the Government, the current liabilities exceed the current assets by Rs. 86,095.55 Lakhs.
- b) There are claims against the company, which are not acknowledged as debts and are disputed in various forums, courts, appeals, including arbitration awards amounting to Rs. 81,596.07 lakhs. – Refer Note No. 32 to the Consolidated Financials.

GAIL has recovered interest in the past and also raising claims for interest on the amounts due which is being disputed by the company. The company is not accounting for further interest from 1st July 2025 onwards.

- c) Given the financial situation, NFCL has assigned its rights in favour of AMPL to represent it in all legal forums/proceedings to pursue claims from GAIL including Arbitration claim in its name as an assignee along with agency coupled with interest under the provisions of Indian Contract Act, 1872. Should GAIL satisfy the award in the future, NFCL shall use the award as it deems fit after clearing its liabilities. – Refer Note No. 32.4 to the Consolidated Financials.
- d) De-escalation of Urea subsidy and De-escalation of Gas Costs used as Raw material and generation of Power for FY 2022-23.

The Subsidy income is recognized based on the notified Gas Pool prices for the time being in force and upon final notification of the prices the escalation / de-escalations are accounted for in the year in which these notifications are issued. During the 3rd quarter, the final Gas Pool price for the year 2022-23 has been notified by the DOF (Annual cumulative Gas Pool price has come down) in line with which GAIL has issued Credit note and NFCL has recognized reduction in Gas Costs by Rs. 17,555.01 Lakhs and correspondingly NFCL has reduced its Urea Subsidy claim by Rs. 16,879.16 Lakhs for FY 2022-23. Accordingly, the reduction in cost of raw material / power and fuel and consequent de-escalation of the subsidy revenues, respectively, belonging to FY 2022-23 have been accounted in line with the said notification and continued accounting policy. Further adjustments required, if any, will be considered on notification of final prices. As there is no production from 4th June 2025 onwards, there is no revenue from Operations to be recognized from the second quarter. – Refer Note No. 30 to the Consolidated Financials.

- e) The Government from time to time extended the preset energy norms which were valid till 31st March 2023. Accordingly, Subsidy income is recognized based on Target Energy Norms as per NUP-2015 policy for the Quarter ended June 2025 and there is no production from June 2025 as the Plants were sold. – Refer Note No. 30 to the Consolidated Financials.

f) Claim from a related party asserting its right for Royalty for the period from 29.01.1998 to 31.12.2021. The company agreed without impairment and prejudice to the rights of AMPL to settle the claims in a manner such that the dues are secured and paid on a priory basis from the receipts if any from claims against GAIL if and when GAIL satisfies the award in relation to pipeline accident. – Refer Note No. 32.5 to the Consolidated Financials.

Our Conclusion is not modified in respect of the above matter.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. These matters were addressed in the context of the 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. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

| S. No. | Key Audit Matter | How the matter was addressed in our audit |
|--------|--|---|
| i) | <p>Recognition, measurement, presentation and disclosures of revenue from operations.</p> <p>The company's revenue from operations comprises of sale value of Urea and the Subsidy received from Govt of India under various notifications, on the urea sold.</p> <p>We identified this as a Key Audit Matter since the recognition of subsidy revenue and the assessment of recoverability of the related subsidy receivables is subject to significant judgements of the management</p> <p>Since the sale and the eligible subsidy are interlinked and further the claim for subsidy depends on various government notifications issued from time to time, it is important to verify the correctness of the revenue from operations recognised in the books of account.</p> <p>(Refer Note No. 20 in the Consolidated Financial Statements.)</p> | <p>Principal Audit procedures performed:</p> <ul style="list-style-type: none"> • Verified various applicable Govt notification under which the subsidy was notified. • Verified the sales made and related claims for subsidy with the records/ certificates submitted to the Government. • Performed analytical procedures for reasonableness of revenue and subsidy recognised vis a vis the sales made. • We evaluated the management's assessment regarding reasonable certainty of complying with the relevant conditions as specified in the notifications/policies • We evaluated adequacy of disclosures in the Consolidated Ind AS Financial Statements. |
| ii) | <p>Provision for Expected Credit Loss in accounts receivables.</p> <p>The credit loss provision in respect of account receivables represent management's best estimate of the credit losses incurred on the receivables at the balance sheet date.</p> <p>We have identified provisioning for credit loss as a key audit matter as the calculation of credit loss provision is a complex area and requires management to make significant assumptions on customer payment behaviour and estimating the level and timing of expected future cash flows. [Refer Note No. 7 in the Consolidated Financial Statements]</p> | <p>Our audit procedure in respect of this area included:</p> <ul style="list-style-type: none"> • Understand and assess the management's estimate and related policies used in the credit loss analysis. • Performed test of key controls to analyze operating effectiveness relating to calculation of impairment provisions. • For Expected Credit Loss (ECL) of trade receivables assessed on individual level by the management, examined on a test check basis, the objective evidence relating to the impairment of trade receivables and the key assumptions used in the estimate of the cash shortfalls and reviewed whether amounts have been recovered after the end of reporting period. • Obtained debtors' credit information on sample basis to ascertain whether the classification of debtors is in compliance with the company's policy. • Reviewed the management's ageing analysis based on days passed due by examining the original documents (such as invoices). • Verified the calculation of ECL of each type of trade receivables. |

Responsibility of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

"The Holding 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 "Consolidated Financial Statements" that give a true and fair view of the financial position, financial performance, total comprehensive loss, changes in equity and

cash flows of "the Group" in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in "The Group" 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 for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and

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.

The respective Board of Directors of “the Holding Company” are responsible for overseeing the financial reporting process of “the Group”

Auditor’s Responsibility for the audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated IND AS 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 IND AS 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 financial controls 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 Group has adequate internal financial controls system 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 Group’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 Consolidated financial statements 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” 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.

Materiality is the magnitude of misstatements in the Consolidated IND AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 “Consolidated Financial Statements” of the current period 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 Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought 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 accompanying “Consolidated Financial Statements”;
 - b) In our opinion, proper books of account as required by law have been kept by “the Group” so far as it appears from our examination of those books;
 - c) “The Consolidated Financial Statements” dealt with by this report are in agreement with the relevant books of account;
 - d) In our opinion, “the Consolidated Financial Statements” comply with the Ind AS specified under Section 133 of the Act and the rules made thereunder;
 - e) On the basis of the written representations received from the management as on March 31, 2025 taken on record by the Board of Directors of each company, none of the directors of the Group is disqualified as on March 31, 2025 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 financial statements of “the Group” and the operating effectiveness of such controls, refer to our separate report in “Annexure A”.

g) With respect to the statement to be included in the Auditor’s Report pursuant to section 197(16) of the Act, as amended, we report that:

Based on the examination of documents and records of “the Group” and as per the information and explanations furnished to us, “the holding company” has paid the remuneration to its managing director during the year by obtaining the approvals from the lenders in terms of third proviso to sub-section (1) of section 197 of the Act.

2. 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:

a. “The Group”, as detailed in Note No. 32 in “the Consolidated Financial Statements”, has disclosed the impact of pending litigations on its financial position as at 31st March 2025.

b. “The Group” did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2025.

c. There has been no requirement to transfer any amounts, to the Investor Education and Protection Fund by “the Group” during the year ended 31st March 2025.

d. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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 group” to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by “the group” from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that “the group” shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above contain any material mis-statement.

e. None of the Companies included in “the Group” has declared or paid any dividend during the year.

f. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

Other Matters

We did not audit the interim financial results of “the associate” included in the consolidated audited financial results, whose interim financial results reflect share of total assets of Rs. 0.00 as at 31st March, 2025, a total Revenues of Rs. 0.00 Lakhs and total comprehensive Income/ (loss) of Rs. 0.00 Lakhs for the year ended 31 March, 2025.

These financial results are unaudited and have been furnished to us by the Board of Directors and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the associate, is based solely on such unaudited financial results. In our opinion and according to the information and explanations given to us by the Board of Directors, these interim Financial Results are not material to the Group.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to the Financial Results/financial information submitted by the Board of Directors.

For P. Murali & Co.,
Chartered Accountants
Firm Registration No: 007257S

A Krishna Rao
Partner
Membership No.020085
UDIN: 25020085BMILGF3688

Date: 30-05-2025
Place: Hyderabad

ANNEXURE A

Annexure to Independent Auditor's report of even date on "the consolidated IND AS financial statements" of "M/S. Nagarjuna Fertilizers and Chemicals Limited".

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

We have audited the Internal Financial Controls with reference to the consolidated financial statements of Nagarjuna Fertilizers and Chemicals Limited ("the Holding Company") and its Associate company (Holding company and its Associate together referred to as "the Group") as of March 31, 2025 in conjunction with our audit of the consolidated financial statements for the year ended on that date

Management's Responsibility for Internal Financial Controls:

The Respective Board of Directors of "the Holding Company" and its Indian subsidiary, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective group 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 respective Group'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 respective Group's internal financial controls over financial reporting 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an Audit of Internal Financial Controls. These standards and 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 Judgment, including the assessment of the risk 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 internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A Group's internal financial control over financial reporting 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 Group's internal financial control over financial reporting includes these policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of 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 authorization of management and directors of "the Holding Company"; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on "the Consolidated Financial Statements".

Inherent Limitation of Internal Financial Controls over Financial Reporting:

Because of the inherent limitation of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion:

In our opinion, the company has in all material respects, an adequate internal financial controls over financial reporting with reference to these IND AS financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, 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.

For P. Murali & Co.,
Chartered Accountants
Firm Registration No: 007257S

A Krishna Rao
Partner

Date: 30-05-2025
Place: Hyderabad

Membership No.020085
UDIN: 25020085BMILGF3688

Consolidated Balance Sheet as at 31st March 2025

Rs. in Lakhs

| | Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|----------|--|----------|----------------------|----------------------|
| 1 | ASSETS | | | |
| | Non-current assets | | | |
| | (a) Property, Plant and Equipment | 3 | - | 66,992.50 |
| | (b) Capital work-in-progress | 3A | - | 10.00 |
| | (c) Financial Assets | | | |
| | (i) Investments | 4 | - | - |
| | (ii) Others | 5 | 323.49 | 480.60 |
| | (d) Deferred tax assets (net) | 17 | - | 821.52 |
| | Sub - Total | | 323.49 | 68,304.62 |
| | Current assets | | | |
| | (a) Inventories | 6 | 96.31 | 6,543.37 |
| | (b) Financial Assets | | | |
| | (i) Trade receivables | 7 | 23,781.54 | 43,925.95 |
| | (ii) Cash and cash equivalents | 8 | 7,665.85 | 1,017.05 |
| | (iii) Bank balances, other than (ii) above | 9 | 151.52 | 2,003.11 |
| | (iv) Others | 5 | 8,622.66 | 8,646.76 |
| | (c) Current Tax Assets (Net) | 10 | - | 60.73 |
| | (d) Other current assets | 11 | 6,226.39 | 7,507.87 |
| | Sub - Total | | 46,544.27 | 69,704.84 |
| | Total Assets | | 46,867.76 | 1,38,009.46 |
| 2 | EQUITY AND LIABILITIES | | | |
| | Equity | | | |
| | (a) Equity Share capital | 12 | 5,980.65 | 5,980.65 |
| | (b) Other Equity | 13 | (98,609.90) | (3,41,190.74) |
| | Non-Controlling Interest | | - | (0.22) |
| | Sub - Total | | (92,629.25) | (3,35,210.31) |
| | Liabilities | | | |
| | Non-current liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 14 | - | - |
| | (ii) Other financial liabilities | 15 | 6,639.98 | 6,905.51 |
| | (b) Provisions | 16 | 217.21 | 61.56 |
| | (c) Deferred tax liabilities (Net) | 17 | - | - |
| | (d) Other non-current liabilities | 18 | - | - |
| | Sub - Total | | 6,857.19 | 6,967.07 |
| | Current liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 14 | 1,921.91 | 3,26,100.93 |
| | (ii) Trade payables | 19 | | |
| | (A) Total outstanding dues of Micro enterprises and Small Enterprises | | 22.82 | 132.81 |
| | (B) Total outstanding dues of creditors other than micro and small enterprises. | | 1,29,064.19 | 1,35,802.35 |
| | (iii) Other financial liabilities (other than those specified in item (c) below) | 15 | 1,139.44 | 2,808.47 |
| | (b) Other current liabilities | 18 | 362.25 | 1,223.30 |
| | (c) Provisions | 16 | - | 184.84 |
| | (d) Current Tax Liabilities (Net) | 16 | 129.21 | - |
| | Sub - Total | | 1,32,639.82 | 4,66,252.70 |
| | Total Equity and Liabilities | | 46,867.76 | 1,38,009.46 |

Corporate Information, Significant Accounting Policies and explanatory notes 1 to 48

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

Consolidated Statement of Profit and Loss for the year ended 31st March 2025

Rs. in Lakhs

| | Particulars | Note No. | Year ended March 31, 2025 | Year ended March 31, 2025 |
|------|--|----------|---------------------------|---------------------------|
| | INCOME: | | | |
| I | Revenue From Operations | 20 | 70,319.66 | 476,538.60 |
| II | Other Income | 21 | 154,932.20 | 2,193.20 |
| IIa | Reversal of Impairment Provision | | 106,560.90 | - |
| III | Total Income (I + II) | | 331,812.76 | 478,731.80 |
| IV | EXPENSES: | | | |
| | Cost of materials consumed | 22 | 33,722.52 | 244,098.22 |
| | Purchases of Stock-in-Trade | 23 | 13.21 | 129.53 |
| | Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | 24 | 3,402.19 | 1,083.10 |
| | Power and Fuel | | 26,589.88 | 210,586.24 |
| | Employee benefits expense | 25 | 2,918.83 | 9,750.19 |
| | Finance costs | 26 | 6,133.25 | 47,912.63 |
| | Depreciation and amortization expense | 3 | 828.27 | 4,968.78 |
| | Impairment losses | 3 | - | 63,407.20 |
| | Other expenses | 27 | 14,729.02 | 26,558.91 |
| | Total expenses (IV) | | 88,337.17 | 608,505.22 |
| V | Profit/(loss) before exceptional items and tax (I- IV) | | 243,475.59 | (129,773.42) |
| VI | Exceptional Items | | - | - |
| VII | Profit/(loss) before tax (V-VI) | | 243,475.59 | (129,773.42) |
| VIII | Tax expense: | 28 | | |
| | (1) Current tax | | 148.91 | - |
| | (2) Deferred tax | | 839.54 | (1,374.13) |
| | Total Tax Expense (VIII) | | 988.45 | (1,374.13) |
| IX | Profit/(loss) for the period (VII-VIII) | | 242,487.14 | (128,399.31) |
| X | Other Comprehensive Income / (Loss) | | | |
| | A (i) Items that will not be reclassified to profit or loss | | (57.75) | 241.95 |
| | A (ii) Income tax relating to items that will not be reclassified to profit or loss | | 18.02 | (75.49) |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| | B (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| | Total of Other Comprehensive Income / (Loss) (X) | | (39.73) | 166.46 |
| XI | Total Comprehensive Income / (Loss) for the period (IX+ X) | | 242,447.41 | (128,232.83) |
| XII | Total Comprehensive Income for the period (IX+ X) (Comprising Profit/(Loss) and Other Comprehensive Income for the period) Attributable to Non-controlling interests | | | |
| | Of the Total Comprehensive Income above, Profit for the year attributable to: Owners of the Parent | | 242,447.41 | (128,399.28) |
| | Non-controlling interests | | - | (0.02) |
| | Of the Total Comprehensive Income above, Other Comprehensive income attributable to : Owners of the Parent | | - | 166.46 |
| | Non-controlling interests | | - | - |
| XIII | Earnings per equity share | 40 | | |
| | (1) Basic (in Rupees) | | 40.55 | (21.47) |
| | (2) Diluted (in Rupees) | | 40.55 | (21.47) |

Corporate Information, Significant Accounting Policies and explanatory notes 1 to 48
Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

Consolidated Statement of Changes in Equity for the year ended 31st March 2025

A. Equity Share Capital

(1) Current reporting period (31.03.2024)

Rs. in Lakhs

| Balance at the beginning of the current reporting period | Changes in equity share capital during the current year | Balance at the end of the current reporting period |
|--|---|--|
| 5,980.65 | - | 5,980.65 |

(2) Previous reporting period (31.03.2023)

| Balance at the beginning of the previous reporting period | Changes in equity share capital during the previous year | Balance at the end of the previous reporting period |
|---|--|---|
| 5,980.65 | - | 5,980.65 |

B. Other Equity

(1) Current reporting period (31.03.2024)

Rs. in Lakhs

| Particulars | Reserves and Surplus | | | | | Total |
|--|----------------------|--------------------|----------------------------------|-------------------|---|---------------|
| | Capital Reserve | Securities Premium | Other Reserves (General Reserve) | Retained Earnings | Other items of Other Comprehensive Income (Defined Benefit Plans) | |
| Balance at the beginning of the current reporting period | 51,853.85 | 1,09,619.35 | 13,379.72 | 5,17,046.46) | 1,136.24 | (3,41,057.30) |
| Restated balance at the beginning of the current reporting period | 51,853.85 | 1,09,619.35 | 13,379.72 | (5,17,046.46) | 1,136.24 | 3,41,057.30) |
| Total Comprehensive Income for the current year | - | - | - | 2,42,487.14 | (39.73) | 2,42,447.41 |
| Balance at the end of the current reporting period | 51,853.85 | 1,09,619.35 | 13,379.72 | (2,74,559.32) | 1,096.51 | (98,609.89) |
| (2) Previous reporting period (31.03.2024) | | | | | | |
| Balance at the beginning of the previous reporting period | 51,853.85 | 1,09,619.35 | 13,379.72 | (3,88,657.59) | 969.78 | (2,12,834.89) |
| Restated balance at the beginning of the previous reporting period | 51,853.85 | 1,09,619.35 | 13,379.72 | (3,88,657.59) | 969.78 | (2,12,834.89) |
| Total Comprehensive Income for the previous year | - | - | - | (1,28,388.87) | 166.46 | 1,28,222.41) |
| Balance at the end of the previous reporting period | 51,853.85 | 1,09,619.35 | 13,379.72 | (5,17,046.46) | 1,136.24 | 3,41,057.30) |

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

Consolidated Cash Flow Statement for the Year ended 31st March 2025

Rs. in Lakhs

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| A. Cash Flow from Operating Activities | | |
| Profit/(Loss) before Tax | 2,43,475.59 | (1,29,773.43) |
| Adjustments: | | |
| Depreciation and Amortisation | 828.27 | 4,968.78 |
| Impairment of Assets | (1,42,844.61) | 63,407.20 |
| Provision for Doubtful Debts / Advances | - | 787.12 |
| Finance Cost | 6,133.25 | 47,912.63 |
| Remission in Borrowings | (1,34,006.51) | - |
| Deferred government grant | - | (345.79) |
| Reversal of Provision for Diminution in value of Investment | (2,256.17) | - |
| Loss on Sale of Diminution in Investments | 2,190.17 | - |
| (Profit) / Loss on sale of assets / assets discarded / assets decapitalised | (13,123.92) | (628.79) |
| Operating Profit before working capital changes | (39,603.93) | (13,672.28) |
| Movements in working capital: | | |
| Increase/(decrease) in trade payables | (5,589.26) | 31,365.99 |
| Increase/(decrease) in long term provisions | 97.90 | (281.77) |
| Increase/(decrease) in short term provisions | (184.84) | (413.38) |
| Increase/(decrease) in other current liabilities | (860.82) | (398.58) |
| Increase/(decrease) in other current financial liabilities | (1,563.28) | 1,019.95 |
| Increase/(decrease) in other long term liabilities | (265.50) | (77.55) |
| Decrease/(increase) in trade receivables | 20,144.41 | (5,019.28) |
| Decrease/(increase) in inventories | 5,188.17 | 678.26 |
| Decrease/(increase) in Non-current - Other Financial Assets | 157.11 | (29.19) |
| Decrease/(increase) in other current assets | 1,309.40 | (314.43) |
| Decrease/(increase) in other Current financial assets | 24.10 | (8,584.82) |
| Cash generated from/(used) in operations | (21,146.54) | 4,272.92 |
| (Direct Taxes Paid -net of refunds) | 40.80 | 182.80 |
| Net cash flow from / (used) in operating activities | (21,105.74) | 4,455.72 |
| B. Cash Flow from Investing activities | | |
| Purchase of fixed assets and CWIP/Capital advances | (2.26) | (104.12) |
| Proceeds from Margin Money Deposits | 1,851.59 | 237.74 |
| Proceeds from Sale of fixed assets | 2,22,145.01 | 629.31 |
| Proceeds from Sale of Investments | 66.00 | - |
| Net cash flow from / (used) in investing activities | 2,24,060.34 | 762.93 |
| C. Cash flow from Financing activities | | |
| Remission in Borrowings | 1,34,006.51 | - |
| Repayment of Short Term Borrowings | (1,29,918.73) | - |
| Repayment of Sales Tax Deferral | (1,000.00) | (877.17) |
| Repayment of long term borrowings | (54,308.72) | - |
| Finance Costs paid | (4,886.67) | (13,857.85) |
| Net cash flow from / (used) in financing activities | (56,107.61) | (14,735.02) |
| Net Increase/(decrease) in Cash and Cash Equivalents | 1,46,846.99 | (9,516.37) |
| Cash and Cash Equivalents as at beginning of the year | (1,39,181.14) | (1,29,664.77) |
| Cash and Cash Equivalents as at end of the period | 7,665.85 | (1,39,181.14) |

Notes:

Rs. in Lakhs

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| Cash and Cash Equivalents comprises of | | |
| Balances with Banks | | |
| In Current Accounts | 7,653.47 | 999.62 |
| Cash on hand | 12.38 | 17.43 |
| Cash and Cash Equivalents | 7,665.85 | 1,017.05 |
| Less: Cash Credit | - | 1,40,198.19 |
| Cash and Cash Equivalents in Cash Flow Statement | 7,665.85 | (1,39,181.14) |

Corporate Information, Significant Accounting Policies and explanatory notes 1 to 48

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2024

1 CORPORATE INFORMATION

Nagarjuna Fertilizers and Chemicals Limited (the holding company/NFCL) is a public listed company domiciled in India, incorporated under the provisions of the Companies Act 1956. Its shares are listed on The Bombay Stock Exchange and The National Stock Exchange Of India. The registered office of the company is situated at D.No 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad - 500082.

The holding company is principally engaged in the business of manufacturing and marketing of Fertilizers, Micro Irrigation Equipments and Agri Informatic Services.

2 MATERIAL ACCOUNTING POLICIES

Consolidated Accounts:

(A) The details of associates of the holding company as defined in Indian Accounting Standard 28 "Investments in Associates and Joint Ventures" .

| | Country of Incorporation | Percentage of voting power | |
|---|--------------------------|----------------------------|------------------|
| | | 31st March, 2025 | 31st March, 2024 |
| (i) K.V.K.Raju International Leadership Academy | India | 42.85% | 42.85% |

Principles of Consolidation:

The Consolidated Financial Statements relate to Nagarjuna Fertilizers and Chemicals Limited and its subsidiary companies (together referred to herein as "the Group"), and have been prepared on the following basis:

- The Financial Statements of the holding company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and unrealised profits or losses on intra group transactions as per Indian Accounting Standard (Ind AS) 110 – Consolidated Financial Statements notified by the Companies (Accounts) Rules, 2014.
- In case of associates where the holding company directly or indirectly through its subsidiaries holds more than 20% of Equity, Investments in Associates are accounted under the equity method as per Indian Accounting Standard (Ind AS) 110 – Consolidated Financial Statements notified by the Companies (Accounts) Rules, 2016.
- The Financial Statements of the subsidiaries and the associates used in the consolidation are drawn up to the same reporting date as that of the holding company, i.e., March 31, 2025
- The excess of the cost to the holding company of its investment in the subsidiaries over the Company's share of equity is recognized in the Financial Statements as Goodwill and tested for impairment annually.
- The excess of the holding company's share of equity of

the subsidiaries on the acquisition date, over its cost of investment is treated as Capital Reserve.

- Non-controlling interest in the net assets of the consolidated subsidiaries is identified and presented in consolidated balance sheet separately from current liabilities and equity of the Group.

Non-controlling Minority interest in the net assets of consolidated subsidiaries consists of:

- The amount of equity attributable to non-controlling interest at the date on which investment in a subsidiary is made; and
 - The non-controlling interest's share of movements in the equity since the date the parent subsidiary relationship came into existence.
- Non-controlling interest in the net profit / (loss) for the year of consolidated subsidiaries is identified and adjusted against the profit after tax of the group.
 - In case of foreign subsidiaries being non integral foreign operations, revenue items are consolidated at monthly average of exchange rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in "Foreign Currency Translation Reserve".
 - The consolidated Financial Statements are prepared to the extent possible using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the holding company's separate Financial Statements.

Voluntary Liquidation of subsidiary:

The Subsidiary went into voluntary liquidation vide resolution passed by its Members on 25th April 2022.

The Financial Statement of the subsidiary for the year ended March 31, 2025 were prepared on Liquidation Basis. Value of Assets and liabilities are stated at Liquidation Value and these statements have been consolidated.

The company went into Voluntary Liquidation vide resolution passed by the Members on 25th April, 2022, Shri. Kranthi Kumar Kedari, Insolvency Professional, had been appointed as the Liquidator.

After issuance of GO by Govt of Karnataka (KIADB) cancelling the allocation of land and after prolonged litigation (due to lack of cash flows to support operations and financial creditors), JESCO (a subsidiary of NFCL) with loans went into Voluntary Liquidation under IBC with effect from April 25, 2022. As per IND AS accounting standards shares of JESCO (part of non current assets) were accordingly fully provided for. The liquidator after completing all formalities of voluntary liquidation proceedings had filed the petition for dissolution of JESCO on 01.10.2023 with NCLT, Bangalore.

Subsequently, the company has been informed by JESCO and noted by the Board of Directors of NFCL on May 20, 2024, that the Liquidator of JESCO is of the opinion that the JESCO will

not be able to pay its debts in full from the proceeds of assets to be sold in the liquidation and accordingly, the liquidator has filed a Memo for withdrawal from Voluntary Liquidation Proceedings and the same is dismissed By NCLT Bangalore as withdrawn vide order dated 16/04/2024. The financials of the subsidiary for the Quarter / Year ended 31st March 2025, received from JESCO have been consolidated. Sale of non core assets (non current assets other than core assets) is part of the recovery process by secured lender for OTS.

2.1. Basis of preparation:

The Financial Statements of the group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended, on accrual basis under the historical cost convention, except for Derivative financial instruments and certain financial instruments, which are measured at fair value.

The Financial Statements are presented in INR and all values are rounded to two decimals to the nearest lakhs, except when otherwise indicated.

The financial statements have been approved for issue by the Board of Directors of the holding company in its meeting held on 30th May, 2025

2.2. Use of estimates:

The preparation of Consolidated Financial Statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have a significant effect on the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- i. Measurement of defined benefit obligations - Note 25.1
- ii. Recognition of deferred tax asset/Liability- Note 17
- iii. Fair Value Measurement of financial Instruments - Note 35
- iv. Recognition of subsidy income - Note 20
- v. Provision for doubtful trade receivables - Note 7

2.3. Current versus non-current classification

An asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Group's normal operating cycle;
- ii. the asset is intended for sale or consumption;
- iii. the asset/liability is held primarily for the purpose of trading;
- iv. the asset/liability is expected to be realized/settled within twelve months after the reporting period;

- v. the asset 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;
- vi. in the case of a liability, the Group's does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

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

For the purpose of current/non-current classification of assets and liabilities, the Group has decided its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

2.4. Property, Plant and Equipment (PPE)

Property, plant and equipment is stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

All repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as Capital work-in-progress.

Depreciation is provided on pro-rata basis under the straight-line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the following exception:

- Continuous Process Plants' are depreciated for 37 years based on the technical evaluation of useful life done by the management.

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

Upon first-time adoption of Ind AS, the Group has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2015.

2.5. Intangible assets

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Trademarks and Services: 10 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

Upon first-time adoption of Ind AS, the Group has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2015.

2.6. Impairment of non-financial assets

Assessment for impairment is done at each Balance Sheet date for any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognizing the impairment loss as an expense in the Statement of Profit and Loss. Recoverable amount is the higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date for any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased, in which case, a reversal of an impairment loss for an asset is recognised in the Statement of Profit and Loss account.

2.7. Inventories

Inventories are valued at the lower of cost and net realisable value. Materials and other supplies 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.

Costs for different categories of inventories are as follows:

- Raw materials and Traded Products: Cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Finished goods and work in progress: Cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

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.

Net realisable value in the case of Urea is –

- the Group Concession Price notified by the Government of India in respect of finished goods lying at the factory, and

- the net sale price in respect of finished goods lying in the warehouses outside the factory.

Raw materials, work-in-progress, stores, spares, packing material and loose tools are valued at weighted average cost, less provision for depletion in value, if any.

2.8. 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 consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.9. Financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

A. Financial assets

(i) Initial recognition

On initial recognition, financial assets other than Trade Receivables are recognised at fair value. Transaction cost that are directly attributable to acquisition of financial assets that are not at fair value through profit and loss (FVTPL) are added to fair value on initial recognition.

(ii) Subsequent measurement:

Financial assets which are debt instruments are subsequently measured on the following basis, depending on their classification

- amortized cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

(iii) When financial assets are Equity Instruments:

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income (OCI) subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument are recognised as other income in the Statement of Profit and Loss unless the Group has elected to measure such instrument at FVOCI.

Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

(iv) De-recognition:

The Group derecognizes a financial asset when the contractual right to the cash flows from the financial asset expires or it transfers the financial asset and at the transfer qualifies for de-recognition under IND AS 109.

(v) Trade Receivables and Loans:

Trade receivables that do not contain a significant financing component are measured at transaction price. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(vi) Impairment:

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss.

B. Financial liabilities:

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

(i) Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and financial liabilities at amortised cost as appropriate. All financial liabilities are recognised initially at fair value and, in the case of liabilities measured at amortised cost, net of directly attributable transaction costs.

(ii) Subsequent measurement:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are de-

termined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

(iii) 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 financial liability on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as 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 and Loss.

C. Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate risk of changes in exchange rates on foreign currency exposure.

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 each reporting period. Any gains or losses arising from re-measurement are dealt in Statement of profit or loss.

This category has derivative financial assets or liabilities which are not designated as hedges. Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS109, Financial Instruments, and hence categorized as financial assets or liability at fair value through profit or loss.

D. 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.

2.10. 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 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 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.

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.

2.11. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a 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. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

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.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised. They are disclosed only when an inflow of economic benefit is probable from such assets.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.12. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discount and the schemes offered of the company as part of the contract.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Goods:

The company recognises revenue in accordance with Ind AS 1154 - Revenue from Contracts with Customers by applying the following five steps:

- * Identify the contract with a customer
- * Identify the performance obligations in the contract
- * Determine the transaction price;
- * Allocate the transaction price to the performance obligations in the contract; and
- * Recognise revenue when (or as) the performance obligations is satisfied

Revenue from the sale of goods is recognised when (or as) control of the goods is transferred to the customer, i.e. when the customer obtains the ability to direct the use of and obtain substantially all of the remaining benefits from the goods.

In case of goods which are shipped subject to installation and inspection, revenue is normally recognized when the buyer accepts delivery, and installation and inspection are complete.

Subsidy:

Subsidy on Group Concession Price under Group Concession Scheme (GCS) and Freight are recognized in accordance with the norms prescribed by the Government of India – Fertiliser Industry Co-ordination Committee, with adjustments for escalation / de-escalation in the prices of inputs and other adjustments as estimated by the management in accordance with known policy parameters in this regard.

Rendering of services:

Revenue from sale of services is recognised as per the terms of the contract with customers based on stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably.

Interest income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable using effective interest method .

Dividends:

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.13. Employee benefits

(i) Gratuity:

In accordance with the Payment of Gratuity Act, 1972 the Group provides gratuity as a defined benefit plan, to eligible Employees. Liability with regard to gratuity is determined by an independent actuary at every Balance Sheet date using the projected unit credit method.

The Group recognizes the net obligation of a defined benefit plan in the Balance Sheet as asset or liability. Gains or losses on re-measurements are recognized in Other Comprehensive Income (OCI). Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to Statement of Profit and Loss.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss.

(ii) Superannuation fund and provident fund:

Superannuation and Provident Fund are in the nature of defined contribution plans.

The Group makes monthly contribution to approved superannuation fund covered by a policy with LIC of India. The Group has no further obligation beyond monthly contribution. The obligations under the said policy are accounted for on accrual.

The Group makes monthly contribution to the Provident Fund scheme and recognizes it as an expense, in the year in which employee renders the related service. The Group's Contribution towards Provident Fund is administered and managed by an approved trust. The Group has no obligation, other than the contribution payable to the Fund.

(iii) Compensated absences:

Liability for compensated absence is treated as a long term liability and is covered by a policy with Life Insurance Corporation ('LIC'). The estimated liability at each Balance Sheet date is determined by an independent actuary using the projected unit credit method and is recognised in the accounts accordingly.

2.14. Taxes

(i) Current income tax:

Income tax expense is recognised in the statement of profit or loss except to the extent that it relates to items recognized directly in equity or Other Comprehensive Income (OCI), in which case the tax is also recognized in equity or Other Comprehensive Income (OCI).

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 asset/liability is measured at the amount expected to be recovered from or paid to the taxation authorities.

(ii) Deferred tax:

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 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 Balance Sheet date.

Deferred tax assets are recognised to the extent it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent there is no longer probable that the related tax benefit will be realized. 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 deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.15. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

In the case of a loan or assistance provided by government or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The Grant is initially recognised and measured at fair value and subsequently measured in accordance with the recognition and measurement principles of Ind AS 109, Financial Instruments (financial liabilities). The government grant is measured as the difference between the initial carrying value of the loan and the proceeds received and recognised as income on a systematic basis over the periods the related costs, for which it is intended to compensate, are expensed.

2.16. Leases

The Group, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April 2019.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to

dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently amortised using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense over the lease term.

2.17. 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 or sale are capitalised as part of the cost of the asset in the period in which they are incurred, until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Interest earned on temporary investments out of specific borrowings made for qualifying assets is deducted from the borrowing costs eligible for capitalisation to those assets.

2.18. Research and development costs

Expenditure relating to capital items is treated as fixed assets and depreciated at applicable rates. Revenue expenditure during research period is charged to Statement of Profit and Loss in the year in which it is incurred.

2.19. Foreign currency transactions

The Group's Financial Statements are presented in Indian Rupees, which is its functional currency.

On initial recognition, transactions in foreign currencies entered into by the Group are recorded in the functional currency by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency denominated monetary assets and liabilities remaining unsettled at the end of the year are translated into functional currency at exchange rates prevailing at the Balance Sheet date. Exchange differences arising on translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated using exchange rate prevalent on the date of transaction. Non-monetary assets and liabilities denominated in foreign currency and measured at fair value are translated using the exchange rates at the date when the fair value was determined.

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 OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.20. Earnings per share

Basic earnings per equity share is computed by dividing the net profit for the year attributable to the Equity Shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit for the year, adjusted for the effects of dilutive potential equity shares, attributable to the Equity Shareholders by the weighted average number of the equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

2.21. Investments

Investments are classified as Non Current and Current. Non Current Investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments. Current investments are carried at lower of cost and fair value.

2.22. Exceptional Items

Exceptional items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items are disclosed separately as exceptional items.

3. Property, Plant and Equipment:

Rs. in Lakhs

| Particulars | Gross Block (At Cost) | | | | Depreciation / Impairment | | | | | | Net Block | |
|--------------------------|-----------------------|---------------------------|--|----------------------|------------------------------------|--------------------------------|-----------------------------|-------------------------|--|-------------------------|----------------------|----------------------|
| | As at March 31, 2024 | Additions during the year | Deductions / Adjustments during the year | As at March 31, 2025 | Depre- ciation Upto March 31, 2024 | Impairment Upto March 31, 2023 | Depreci- ation For the year | Impairment for the year | Deductions / Adjust- ments during the year | Total Upto Mar 31, 2025 | As at March 31, 2025 | As at March 31, 2024 |
| Tangible Assets | | | | | | | | | | | | |
| Land * | 113,722.77 | - | 113,722.77 | - | - | 75,184.20 | - | 75,184.20 * | - | - | - | 38,538.57 |
| Buildings | 12,873.46 | - | 12,873.46 | - | 6,085.88 | 3,682.00 | 34.90 | 3,682.00 | 6,120.79 | (0.00) | - | 3,105.57 |
| Plant & Equipment | 149,949.11 | 2.33 | 149,951.44 | - | 61,033.30 | 63,978.40 | 783.06 | 63,978.41 | 61,816.36 | (0.00) | - | 24,937.41 |
| Furniture & Fixtures | 105.00 | 2.50 | 107.50 | - | 88.96 | - | 0.71 | - | 89.66 | 0.00 | - | 16.04 |
| Office Equipment | 1,457.76 | 6.32 | 1,464.08 | - | 1,187.55 | - | 8.51 | - | 1,196.07 | 0.00 | - | 270.21 |
| Vehicles | 85.27 | 1.12 | 86.39 | - | 69.56 | - | 0.65 | - | 70.22 | (0.00) | - | 15.70 |
| Roads, Drains & Culverts | 132.14 | - | 132.14 | - | 69.77 | - | 0.44 | - | 70.21 | - | - | 62.37 |
| Railway Siding | 46.63 | - | 46.63 | - | - | - | - | - | - | - | - | 46.63 |
| Total | 278,372.53 | 12.27 | 278,384.40 | - | 68,535.02 | 142,844.60 | 828.27 | 142,844.61 | 69,363.31 | (0.00) | - | 66,992.50 |
| Previous Year | 280,572.52 | 112.80 | 2,313.20 | 278,372.13 | 63,573.95 | 81,742.40 | 4,968.78 | 63,407.20 | 2,312.68 | 211,379.68 | 66,992.49 | 135,256.20 |

All the Property, Plant and Equipments were sold under the SARFAESI proceedings and the dues were cleared.

3A. Capital Work-In-Progress:

Rs. in Lakhs

| Particulars | Gross (At Cost) | | | | Impairment | | | Net | |
|----------------------------|----------------------|---------------------------|---|----------------------|---------------------|-------------------------|---------------------------|----------------------|----------------------|
| | As at March 31, 2024 | Additions during the year | Transfer to Tangible asset / Disposals / Deductions | As at March 31, 2025 | Upto March 31, 2024 | Impairment for the year | Total Upto March 31, 2025 | As at March 31, 2025 | As at March 31, 2024 |
| CWIP - Plant and Equipment | 768.01 | 21.79 | 31.80 | 758.00 | 758.00 | - | 758.00 | (0.00) | 10.00 |
| Total | 768.01 | 21.79 | 31.80 | 758.00 | 758.00 | - | 758.00 | (0.00) | 10.00 |
| Previous Year | 776.69 | 85.05 | 93.71 | 768.03 | 758.00 | - | 758.00 | 10.03 | 18.69 |

*Refer Note No. 46(vi) for Ageing and completion schedules of CWIP

4. Investments - Unquoted, At Cost, Non-current:

Rs. in Lakhs

| Particulars | March 31, 2025 | | March 31, 2024 | |
|---|----------------|--------------|----------------|-----------------|
| | No. of shares | Cost | No. of shares | Cost |
| In Subsidiaries, Equity Shares of Rs. 10/- each fully paid up | | | | |
| Jaiprakash Engineering and Steel Company Limited (JESCO) | 0 | - | 22,561,693 | 2,256.17 |
| (Refer Note 4.1) | | | | |
| Total - (A) | | - | | 2,256.17 |
| In Associates, In Equity Shares of RS.10/- each fully paid up | | | | |
| KVK Raju International Leadership Limited | 150,000 | 15.00 | 150,000 | 15.00 |
| Total - (B) | | 15.00 | | 15.00 |
| Other Companies - Unquoted | | | | |
| Nagarjuna Agricultural Research and Development Institute Private Limited | 25,020 | 2.50 | 25,020 | 2.50 |
| Total - (C) | | 2.50 | | 2.50 |
| Total - (A+B+C) | | 17.50 | | 2,273.67 |
| Less: Provision for diminution | | | | |
| - Subsidiaries | | 0.00 | | 2,256.17 |
| - Associates | | 15.00 | | 15.00 |
| - Other Companies | | 2.50 | | 2.50 |
| | | 0.00 | | 0.00 |
| Aggregate amount of Un-Quoted Investments | | 17.50 | | 2,273.67 |
| Aggregate amount of diminution in value of Investments | | 17.50 | | 2,273.67 |

4.1. Jaiprakash Engineering and Steel Company Limited (JESCO), erstwhile subsidiary of the Company, went into Voluntary Liquidation under IBC with effect from April 25, 2022.

Subsequently, the liquidator, basis the considered opinion that JESCO will not be able to pay its debts in full from the proceeds of assets to be sold in the liquidation and as per Regulation 40(2) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation) Regulations 2016, filed, before the Hon'ble NCLT, Bengaluru, withdrawal memo for the withdrawal of the company petition CP (IB) 164/59/BB./2023, to suspend the process of liquidation. The Hon'ble NCLT, Bengaluru, was please to pass an Order dated April 16, 2024, through which, the company has exited the liquidation process effective from April 16, 2024.

Consequent to assignment of debt by the Consortium Lenders to Assets Care and Reconstruction Enterprise Limited (ACRE), Secured Creditor, the shares of JESCO held by the Company were sold as part of Non-core Assets on 12th June 2024, thereby JESCO ceases to be a subsidiary of the Company effective from June 12, 2024.

The shares of JESCO held by the Company were pledged in favour of Banks / Financial Institutions for the term loans availed by the Company. The loans have been repaid in full, awaiting release of pledge of shares.

5. Other Financial Assets

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---|----------------|----------------|-----------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Interest Accrued on Deposits and advances | - | - | 6.35 | 29.87 |
| Security Deposit | 323.49 | 480.60 | 8,616.31 | 8,616.89 |
| Other Receivables | - | - | - | - |
| | 323.49 | 480.60 | 8,622.66 | 8,646.76 |

6. Inventories:

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|-----------------|-----------------|
| Raw materials | - | 171.40 |
| Work in progress | 95.45 | 445.90 |
| Finished Goods - Manufactured goods | 738.38 | 1,195.15 |
| Stock In Transit - Manufactured goods | - | 2,151.50 |
| Traded goods | 428.64 | 872.10 |
| Stock In Transit - Traded goods | - | - |
| Packing materials | 92.73 | 177.08 |
| Stores and Spares | - | 1,527.19 |
| Loose tools | - | 3.04 |
| Total | 1,355.20 | 6,543.37 |
| Less : Provision impairment of Inventories | 1,258.89 | - |
| | 96.31 | 6,543.37 |

7. Trade Receivables:

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|------------------|------------------|
| Unsecured -Considered good | 23,644.03 | 43,595.72 |
| Which have significant increase in Credit Risk | 173.81 | 788.37 |
| Credit Impaired | 3,569.08 | 7,265.99 |
| | 27,386.92 | 51,650.08 |
| Less: Provision for doubtful debts | 3,605.38 | 7,724.13 |
| Total | 23,781.54 | 43,925.95 |

7.1. Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

7.2. Trade Receivables includes subsidy and other dues of Rs. 23,740.93* Lakhs (Previous Year Rs. 39,613.50 Lakhs) receivable from Government of India and Rs. 780.19 Lakhs (Previous Year Rs. 6,768.96 Lakhs) from State Governments.

*Includes Rs.59.57 lakhs due from SFAC on account of implementation of eNAM project. The company had closed the iKisan division operations due to severe financial constraints. As the Company is unable to perform the contractual obligations with SFAC for eNAM Project due to closure of iKisan division, the remaining contract work had been outsourced to a vendor who invested their resources to fulfil the contractual obligations of NFCL. As agreed, the entire amount receivable from eNAM project is payable to the vendor.

7.3. The subsidy due from GOI is being credited to an Escrow Account maintained with IDBI Bank. GAIL has a first preference as per Escrow Agreement entered among GAIL, NFCL, ACRE & IDBI.

Department of Fertilizers (DOF) has revised the Office Memorandum on subsidy sharing mechanism vide No 12012/30/2013-FPP dated 25.11.2021, to transfer 40% of subsidy to Gas Pool Fund Account and 60% to NFCL for its operations. Out of the company's share, GAIL has a first preference as per Escrow Agreement which was extended on 02.01.2025 till 31.03.2025.

7.4 Trade Receivables ageing schedule

| 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 |
| As at March 31, 2025 | | | | | | |
| (i) Trade receivables | 21.42 | 23,745.70 | 1.31 | 59.72 | 3,558.78 | 27,386.92 |
| Less: Provision for Doubtful Debts | 0.00 | 0.00 | 1.31 | 45.38 | 3,558.69 | 3,605.38 |
| Net Receivables | 21.42 | 23,745.70 | 0.00 | 14.33 | 0.09 | 23,781.54 |
| As at March 31, 2024 | | | | | | |
| (i) Trade receivables | 41,544.11 | 1,413.44 | 559.47 | 501.32 | 7,631.74 | 51,650.08 |
| Less: Provision for Doubtful Debts | - | - | 5.84 | 226.57 | 7,491.72 | 7,724.13 |
| Net Receivables | 41,544.11 | 1,413.44 | 553.63 | 274.75 | 140.02 | 43,925.95 |

8. Cash and Cash Equivalents

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|----------------------------|-----------------|-----------------|
| Balances with Banks | | |
| Current Accounts | 7,653.47 | 999.62 |
| Cash on hand | 12.38 | 17.43 |
| Total | 7,665.85 | 1,017.05 |

9. Bank Balances (Other than the items reported at Note No.8)

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|-----------------|
| Margin Money Deposits | 151.52 | 376.08 |
| Amount lien marked to pay ACRE | - | 1,627.04 |
| Amount in earmarked account for payment to a creditor as per High Court Orders | - | - |
| Total | 151.52 | 2,003.11 |

10. Current Tax Assets (Net)

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--------------------------|----------------|----------------|
| Advance Income Tax | - | 60.49 |
| Current tax liabilities | - | - |
| Provision for Income tax | - | - |
| Total (net) | - | 60.49 |

11. Other Assets:

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---------------------------------------|--------------|----------------|-----------------|-----------------|
| | Mar 31, 2025 | March 31, 2024 | Mar 31, 2025 | March 31, 2024 |
| i) Capital Advances | | | | |
| Unsecured - considered doubtful | 70.85 | 70.85 | 106.16 | 378.53 |
| Less: Provision for Doubtful advances | 70.85 | 70.85 | - | - |
| Total - A | - | - | 106.16 | 378.53 |
| ii) Other Advances | | | | |
| - Unsecured, considered good | - | - | 6,031.37 | 6,368.67 |
| - Unsecured, considered doubtful | - | - | 362.11 | 362.11 |
| | - | - | 6,393.48 | 6,730.78 |
| Less: Provision for Doubtful advances | - | - | 362.11 | 362.11 |
| Total - B | - | - | 6,031.37 | 6,368.67 |

| Particulars | Non Current | | Current | |
|--|--------------|----------------|-----------------|-----------------|
| | Mar 31, 2025 | March 31, 2024 | Mar 31, 2025 | March 31, 2024 |
| iii) Advances to directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member. | - | - | - | - |
| iv) Prepaid Expenses | - | - | 14.77 | 614.53 |
| v) Gratuity fund - excess of plan assets over liability | - | - | 74.09 | 174.06 |
| vi) Balance with Government Authorities | - | - | - | - |
| Total - C | - | - | 88.86 | 788.59 |
| Total - (A+B+C) | - | - | 6,226.39 | 7,535.79 |

12. Share Capital

Rs. in Lakhs

| Particulars | March 31, 2025 | | March 31, 2024 | |
|--|----------------|------------------|----------------|------------------|
| | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| Authorised | | | | |
| Equity Shares of Rs. 1/- each | 6,210,000,000 | 62,100.00 | 6,210,000,000 | 62,100.00 |
| Preference Shares of Rs. 1/- each | 1,800,000,000 | 18,000.00 | 1,800,000,000 | 18,000.00 |
| Total | | 80,100.00 | | 80,100.00 |
| Issued, Subscribed and Paid Up | | | | |
| Equity Shares of Rs. 1/- each fully paidup | 598,065,003 | 5,980.65 | 598,065,003 | 5,980.65 |

12.1. Reconciliation of the Number of Equity Shares of Rs. 1 each.

Rs. in Lakhs

| Particulars | March 31, 2025 | | March 31, 2024 | |
|--------------------------------------|--------------------|-----------------|--------------------|-----------------|
| | No. of Shares | Rs. in Lakhs | No. of Shares | Rs. in Lakhs |
| Balance at the beginning of the year | 598,065,003 | 5,980.65 | 598,065,003 | 5,980.65 |
| | 598,065,003 | 5,980.65 | 598,065,003 | 5,980.65 |
| Less: On Cancellation | - | - | - | - |
| Balance at the end of the year | 598,065,003 | 5,980.65 | 598,065,003 | 5,980.65 |

12.2. Rights, Preferences and Restrictions attached to equity shares

The Company's issued, subscribed and paidup capital comprises of equity shares of par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share.

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.

12.3. Details of shareholders holding more than 5% of the Equity Shares of Rs. 1/- each

Rs. in Lakhs

| Name of the shareholder | March 31, 2025 | | March 31, 2024 | |
|-----------------------------------|----------------|--------------|----------------|--------------|
| | No. of shares | % of holding | No. of shares | % of holding |
| Amlika Mercantile Private Limited | | | 296,072,140 | 49.51 |
| Agri Vestors Private Limited* | 271,772,140 | 45.44 | | |

Note: The above shareholding is as per the records of the company, including its register of Shareholders/members and other declarations received from shareholders regarding beneficial interest. The above shareholding represents both legal and beneficial ownership of shares.

12.4. In the period of Five Years immediately preceeding the date at which the Balancesheet is prepared -

- Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash - Nil (P Y: Nil)
- Aggregate number and class of shares allotted as fully paid up by way of Bonus Shares - Nil (P Y: Nil)
- Aggregate number and class of shares bought back - Nil (P Y: Nil)

12.5. Shareholding of Promoters as defined in the Companies Act, 2013

Rs. in Lakhs

| S. No. | Promoter Name | At the beginning of the year | | At the end of the year | | % change during theyear |
|--------|------------------------------------|------------------------------|-------------------|------------------------|-------------------|-------------------------|
| | | No. of Shares | % of total Shares | No. of Shares | % of total Shares | |
| 1 | Agri Vestors Private Limited* | 0 | 0 | 271772140 | 45.44 | 45.44 |
| 2 | Amlika Mercantile Private Limited* | 296,072,140 | 49.51 | 0 | 0 | 49.51 |
| 3 | Governor of Andhra Pradesh | 21,427,989 | 3.58 | 21,427,989 | 3.58 | Nil |
| 4 | KRIBHCO | 10,162,726 | 1.7 | 4,664,190 | 0.78 | 0.92 |
| 5 | Fireseed Limited | 8,800,000 | 1.47 | 8,800,000 | 1.47 | Nil |
| 6 | Saipem SPA | 4,400,000 | 0.73 | 4,400,000 | 0.73 | Nil |
| | TOTAL | 340,862,855 | 56.99 | 311,064,319 | 52 | 4.99 |

Note: Amlika Mercantile Private Limited (Amlika), was holding 29,60,72,140 shares amounting 49.51%. Amlika has sold 2,43,00,000 shares amounting to 4.07% in the open market. Shareholding of Promoters as defined in the Companies Act, 2013

Inter-se transfer of shares among qualifying persons Amlika Mercantile Private Limited (Seller) and Agri Vestors Private Limited (Acquirer) has entered into a Share Purchase Agreement for the sale and purchase of 27,17,72,140 shares as under:

- 15,54,12,063 Shares were bought by way of Block Deal through NSE at prevailing market price of Rs. 4.31 /- per share on March 28, 2025.
- The remaining shares of 11,63,60,077 were bought by way of a Share Purchase Agreement dated March 28, 2025, at prevailing market price of Rs. 4.31/- per share (arrived at through the Block Deal). The purchase is completed and the consideration has been paid in full.

13. Other Equity

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---------------------|---------------------|
| i) Capital Reserve | | |
| Opening Balance | 51,853.85 | 51,853.85 |
| Changes during the year | - | - |
| Closing Balance | 51,853.85 | 51,853.85 |
| ii) Securities Premium | | |
| Opening Balance | 109,619.35 | 109,619.35 |
| Changes during the year | - | - |
| Closing Balance | 109,619.35 | 109,619.35 |
| iii) General Reserve | | |
| Opening Balance | 13,379.72 | 13,379.72 |
| Changes during the year | - | - |
| Closing Balance | 13,379.72 | 13,379.72 |
| iv) Retained Earnings | | |
| Opening Balance (Including opening balance of OCI) | (517,046.46) | (388,657.59) |
| Add: Net Profit /(Loss) after tax for the year | 242,487.14 | (128,388.87) |
| Closing Balance | (274,559.32) | (517,046.46) |
| v) Other Comprehensive Income (for the Current Year) | | |
| Items of other comprehensive income - which will not be reclassified to P & L : | | |
| Remeasurement of post employment benefit obligations, net of tax | | |
| Opening Balance | 1,136.24 | 969.78 |
| Add: for the year | (39.74) | 166.46 |
| Closing Balance | 1,096.50 | 1,136.24 |
| Total [i to v] | (98,609.90) | (341,057.30) |

Nature of Reserves

- (a) **Capital Reserve:** During the composite scheme of arrangement and amalgamation, the excess of net assets taken over the cost of consideration paid is treated as capital reserve.
- (b) **Securities Premium:** The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.
- (c) **General Reserve:** The Company has transferred a portion of its net profit before declaring dividend to general reserve pursuant to the provisions of Companies Act 1956.
- (d) **Retained Earnings:** Retained earnings are the profits earned or loss incurred by the Company till date including OCI, less any transfers to general reserve, dividends or other distributions paid to shareholders.

14. Borrowings

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|--|----------------|----------------|-----------------|-------------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| i) Term Loans - Secured | | | | |
| Rupee loans from Banks (CAP Loans, WCTL & CRL) | - | - | - | 104,868.28 |
| Rupee Loan from Other Parties - Dept. of Biotechnology, GOI | - | - | 578.42 | 534.79 |
| ii) Rupee Loans repayable on Demand -Secured - from Banks | | | | |
| Cash Credit Facility and Short term Loans | - | - | - | 218,354.37 |
| iii) Deferred Payment Liabilities - Unsecured | | | | |
| Sales tax Deferral from Government of AP | - | - | 1,343.49 | 2,343.49 |
| Total | - | - | 1,921.91 | 326,100.93 |

14.1 Details of Borrowings

Rs. in Lakhs

| S. No. | Borrowings | Non-Current | | Current | |
|----------|--|---------------------------|---------------------------|---------------------------|---------------------------|
| | | o/s bal. as at 31.03.2025 | o/s bal. as at 31.03.2024 | o/s bal. as at 31.03.2025 | o/s bal. as at 31.03.2024 |
| A | CAP Loans (WCTL)- from Banks, Secured ** | | | | |
| 1 | I D B I Bank Limited (Sanctioned - Rs 34,000 lakhs) | - | - | 0.00 | 21,800.00 |
| 2 | State Bank of India(Sanctioned - Rs 22,200 lakhs) | - | - | 0.00 | 16,648.24 |
| 3 | ICICI Bank Limited(Sanctioned - Rs 8,400 lakhs) | - | - | 0.00 | 5,460.00 |
| 4 | UCO Bank(Sanctioned - Rs 1,300 lakhs) | - | - | 0.00 | 1,007.50 |
| | Total Principal | - | - | 0.00 | 44,915.74 |
| 5 | Interest accrued on the above loans | - | - | 0.00 | 53,905.19 |
| | Total - (A) | | | 0.00 | 98,820.93 |
| B | Corporate Rupee Loans (CRL)-from Banks, Secured ** | | | | |
| 6 | SBI -Corporate Loan (Sanctioned - Rs 5,000 lakhs) | - | - | 0.00 | 2,398.24 |
| 7 | Interest accrued on the above loans | - | - | 0.00 | 3,649.11 |
| | Total - (B) | - | - | 0.00 | 6,047.35 |
| C | Term Loans -from others, Secured | | | | |
| 8 | Deptt of Bio Technology, GOI (Sanctioned - Rs 1,141.80 lakhs) | - | - | 310.54 | 310.54 |
| 9 | Interest accrued on the above loans | - | - | 267.88 | 224.25 |
| | Total - (C) | | | 578.42 | 534.79 |
| D | Loans repayable on demand and STL - from Banks,Secured ** | | | | |
| 10 | Cash Credit | - | - | 0.00 | 140,198.19 |
| 11 | Short Term Loan (STL) Takenover from UCO and ICICI | - | - | 0.00 | 6,994.73 |
| | | | | 0.00 | 147,192.92 |
| 12 | Interest accrued on the above loans | - | - | 0.00 | 71,161.45 |
| | Total - (D) | - | - | 0.00 | 218,354.37 |
| E | Deferred payment liabilities - Unsecured | | | | |
| 13 | Sales tax Deferral from Government of AP - Total - (E) | - | - | 1,343.49 | 2,343.49 |
| | Grand Total (A to E) | - | - | 1,921.91 | 326,100.93 |

14.2 CAP Loans - Working Capital Term Loan (Part of CAP loans): NIL

14.2.1

14.2.2 Details of terms of repayment of WCTL **::

| S.No. | Bank / Institution | Rate of Interest % | Number of Instalments |
|-------|--------------------|--------------------|-----------------------|
| | NIL | | |

14.2.3 Period and amount of default as on balance sheet date in repayment of WCTL and interest thereon **.

| Particulars | As at 31.03.2025 | | As at 31.03.2024 | |
|---------------------|-------------------|--------------------|-------------------|--------------------|
| | Period of Default | Amount Rs.in Lakhs | Period of Default | Amount Rs.in Lakhs |
| Principal | | | | |
| IDBI Bank Limited | 0-2101 days | 0.00 | 0-2101 days | 21,800.00 |
| State Bank of India | 0-2101 days | 0.00 | 0-2101 days | 16,648.24 |
| ICICI Bank Limited | 0-1917 days | 0.00 | 0-1917 days | 5,460.00 |
| UCO Bank | 0-2028 days | 0.00 | 0-2028 days | 1,007.50 |
| Total | | 0.00 | | 44,915.74 |
| Interest | | | | |
| IDBI Bank Limited | 0-1644 days | 0.00 | 0-1644 days | 19,808.16 |
| State Bank of India | 0-1919 days | 0.00 | 0-1919 days | 25,175.17 |
| ICICI Bank Limited | 0-1918 days | 0.00 | 0-1918 days | 7,803.80 |
| UCO Bank | 0-1887 days | 0.00 | 0-1887 days | 1,118.06 |
| Total | | 0.00 | | 53,905.19 |

14.3. Corporate Rupee loan - SBI ****14.3.1 Period and amount of default as on balance sheet date in repayment of Corporate Loan to SBI and interest thereon **.**

| Particulars | As at 31.03.2025 | | As at 31.03.2024 | |
|--------------|-------------------|--------------------|-------------------|--------------------|
| | Period of Default | Amount Rs.in Lakhs | Period of Default | Amount Rs.in Lakhs |
| Principal | 0-2101 days | 0.00 | 0-2101 days | 2,398.24 |
| Interest | 0-2101 days | 0.00 | 0-2101 days | 3,649.11 |
| Total | | 0.00 | | 6,047.35 |

14.4 The term loans (three loans) from Department of Bio Technology (DBT), Government of India for Process Development Unit carries simple interest of 2.0% per annum is secured by way of hypothecation of all equipment, apparatus, machineries, spares, tools and other accessories and goods and other movable properties of the company acquired for the project. The loans are repayable in 10 equal half-yearly instalments commencing from October 2014, June 2014 and October 2018 respectively.

14.4.1 Period and amount of default as on balance sheet date in repayment of Loans to DBT and interest thereon.

| Particulars | As at 31.03.2024 | | As at 31.03.2023 | |
|--------------|-------------------|--------------------|-------------------|--------------------|
| | Period of Default | Amount Rs.in Lakhs | Period of Default | Amount Rs.in Lakhs |
| Principal | 0-2224 days | 310.54 | 0-2132 days | 310.54 |
| Interest | 0-2224 days | 267.88 | 0-2132 days | 224.25 |
| Total | | 578.42 | | 534.79 |

14.5.**14.5.1 Rate of interest, period and amount of default on borrowings and interest thereon under Cash Credit & Short term loan are as under ** :**

| S.No. | Bank / Institution - Takenover by ACRE | Rate of Interest % | Period and amount of default on balance sheet date in repayment of borrowings and interest |
|-------|--|--------------------|--|
| | NIL | | |

14.6 Sales Tax Deferral Loan: The Government of Andhra Pradesh sanctioned Sales Tax deferral facility to the Company with a final eligibility of Rs 1,01,746.56 lakhs, subject to the restriction of loan to the actual Sales Tax collected on the sale of the products manufactured by the Company during the period of 14 years from 19.03.1998 to 18.03.2012. The Sales Tax deferred in a year should be repaid at the end of 14th year without interest. Repayment of this loan was commenced on March 19, 2012. The deferred Sales Tax outstanding as on March 31, 2025 is Rs. 1,343.49 Lakhs (Previous Year Rs. 2,343.49 Lakhs).

As at the balance sheet date, the Company has defaulted in payment of Rs. 1,343.49 Lakhs due on 19.03.2025.

15. Other Financial Liabilities

Rs. in Lakhs

| Particulars | Non-current | | Current | |
|--|-----------------|-----------------|-----------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Deposits from dealers | 6,404.83 | 6,690.36 | 405.08 | 1,429.17 |
| Other Deposits - (Retention Money, EMD etc.) | 235.15 | 215.15 | - | 25.00 |
| Creditors for purchase of fixed assets | - | - | 734.36 | 1,248.55 |
| Total | 6,639.98 | 6,905.51 | 1,139.44 | 2,702.72 |

16. Provisions

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---|----------------|----------------|----------------|----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Provision for employee benefits (Refer Note 25.1) | | | | |
| - for Leave Benefit (net of plan assets) | 217.21 | 61.56 | - | 184.84 |
| - Gratuity | - | - | - | - |
| Provision for Taxation (net of Advance Tax Rs. Nil (previous year Rs. Nil)) | - | - | 129.21 | - |
| Proposed Equity Dividend | - | - | - | - |
| Tax on Dividend | - | - | - | - |
| Total | 217.21 | 61.56 | 129.21 | 184.84 |

17. Deferred Tax Liabilities (Net)

17.1 Deferred Tax Liability comprises of the following:

Rs. in Lakhs

| Particulars | Nature | March 31, 2025 | March 31, 2024 |
|---|----------------------|----------------|-----------------|
| Depreciation / amortization | Liability | - | 6,859.52 |
| Land | Liability | - | - |
| Employee benefit provision | Asset | - | 76.89 |
| Unabsorbed Loss and Depreciation under tax laws | Asset | - | 7,562.72 |
| Disallowances u/s 43B(h) of Income Tax Act | Asset | - | 41.44 |
| Amalgamation expenses | Asset | - | - |
| Government grant | Asset | - | - |
| | Net Liability | - | (821.52) |

17.2 Reconciliation of Deferred Tax

Rs. in Lakhs

| Particulars | As at 31-Mar-23 | Recognized during the Year | As at 31-Mar-24 | Recognized during the Year | As at 31-Mar-25 |
|---|------------------|----------------------------|-----------------|----------------------------|-----------------|
| Deferred tax liability: | | | | | |
| Related to Fixed Assets (Depreciation/ Amortisation) | 31,226.17 | (23,153.34) | 8,072.83 | (8,072.83) | - |
| Total deferred tax liability (A) | 31,226.17 | (23,153.34) | 8,072.83 | (8,072.83) | - |
| Deferred tax assets: | | | | | |
| Carry forward Business Loss / Unabsorbed Depreciation | 6,842.76 | 383.70 | 7,226.46 | (7,226.46) | - |
| Employee benefit provisions | 328.82 | 40.42 | 369.24 | (369.24) | - |
| Disallowances u/s 43B(h) of Income Tax Act | - | - | - | - | - |
| Total deferred tax assets (B) | 7,171.58 | 424.12 | 7,595.70 | (7,595.70) | - |
| Deferred Tax liability (Net) (A-B) | 24,054.59 | (23,577.46) | 477.13 | (477.13) | - |

18. Other Liabilities

Rs. in Lakhs

| Particulars | Non Current | | Current | |
|---|----------------|----------------|----------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Fair value adjustment - Government Grants | | | | |
| - Sales tax deferral | - | - | - | - |
| - Loan from Dept. Bio-Technology (Refer Note 14) | - | - | - | - |
| Others | | | 272.87 | 699.03 |
| Employee costs payable | - | - | - | 0.96 |
| Insurance Claim received pending final settlement | - | - | 89.38 | 467.00 |
| Statutory dues Payable | - | - | - | 56.08 |
| Others Dues Payable | | | | |
| Total | - | - | 362.25 | 1,223.07 |

19. Trade Payables

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|---|-------------------|-------------------|
| (A) Due to Micro, Small, Medium Enterprises (MSMEs) | 22.82 | 132.81 |
| (B) Due to Other than MSMEs | 130,323.08 | 135,802.35 |
| | 130,345.90 | 135,935.16 |
| Less : Provision impairment of Inventories | 1,258.89 | - |
| | 129,087.01 | 135,935.16 |

19.1. Dues to Micro and Small Enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the company. Disclosures under MSMED Act are given below:

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| A. Principal amount remaining unpaid | 22.82 | 132.81 |
| B. Interest due thereon | 20.25 | 19.12 |
| C. Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year. | | |
| D. 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 Micro, Small and Medium Enterprises Development Act, 2006. | | |
| E. Interest accrued and remaining unpaid | 20.25 | 19.12 |
| F. 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. | | |

19.2 Trade Payables ageing schedule as on 31-03-2025

Rs. 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 |
| (i) MSME Creditors | 13.99 | - | 0.00 | 8.83 | 22.82 |
| Previous Year | 122.29 | 0.00 | 1.19 | 9.33 | 132.81 |
| (ii) Other Creditors | 94,178.82 | 26,683.20 | 521.33 | 7,680.84 | 129,064.19 |
| Previous Year | 126,487.35 | 959.55 | 334.46 | 8,020.99 | 135,802.35 |
| Total | 94,192.81 | 26,683.20 | 521.33 | 7,689.67 | 129,087.01 |
| (Previous Year) | 126,609.63 | 959.55 | 335.65 | 8,030.32 | 135,935.16 |

20. Revenue from Operations

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2025 |
|---|-----------------------|-----------------------|
| Sales, including Subsidy on products & freight | | |
| Manufactured goods | | |
| Urea (Refer Note 20.1) * | 70,150.39 | 473,905.69 |
| Ammonia | - | - |
| Customised Fertilizers | - | - |
| Extruded Irrigation systems | 164.59 | 2,578.70 |
| Total | 70,314.98 | 476,484.39 |
| Total Sale of Products | 70,314.98 | 476,511.02 |
| Sale of Services | - | - |
| Other Operating revenues (sale of scrap, waste.) | 4.68 | 27.58 |
| Total | 70,319.66 | 476,538.60 |

* including Government Subsidy of ₹ 58,268.19 Lakhs (Previous Year Rs.4,04,754.29 Lakhs).

20.1. Group Concession Scheme – (GCS) Subsidy

- Nitrogenous fertilizers (Urea) are under the Group Concession Subsidy scheme of Government of India (GOI), Department of Fertilizers. GOI has notified New Urea Policy (NUP)-2015 from 1st June, 2015 to 31st March, 2019. GOI vide its notification dated 14th May, 2019 has extended the duration of NUP-2015 from 1st April, 2019 till further orders. Gas Pooling Policy applicable to Fertilizer industry effective from June 1, 2015. Concession rates for Plant-1 and Plant 2 for the period April 1, 2024 to June 30, 2024 have been recognized based on notified rates as per respective policies.

Further De-escalations Rs.3,804.42 Lakhs (Previous year De-escalations Rs. 8,790.77 Lakhs), have been accounted for during the year as per the gas pool prices and provisions applicable under NPS-III, Modified NPS-III, NUP-2015 and Letter dated March 30, 2020 related to Modified NPS-III policy. Adjustments, if any, required will be considered on notification of final prices.

- ii. Government of India / Department of Fertilizers has implemented Direct Benefit Transfer (DBT) in Fertilizer Sector in all the States of the Country from 1st March, 2018. The subsidy income for the period April, 2024 to March, 2025, has been recognized in the accounts for the entire quantities received in the States under DBT scheme.

21. Other Income

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2025 |
|--|-----------------------|-----------------------|
| Interest on Bank Deposits and others | 131.16 | 34.61 |
| Fair value adjustment - Government Grants | - | 345.79 |
| Grants in Aid | - | - |
| Other non-operating income | 5,414.45 | 1,184.02 |
| Remission in Borrowings | 134,006.51 | - |
| Profit on sale of PPE | 13,123.91 | 628.78 |
| Reversal Of Provision For Dimunition In Investment | 2,256.17 | - |
| Total | 154,932.20 | 2,193.20 |

22. Cost of Materials consumed

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|------------------|-----------------------|-----------------------|
| Natural Gas | 32,632.99 | 237,346.99 |
| Plastic Granules | 31.93 | 536.28 |
| Others | 224.55 | 1,205.77 |
| Packing Material | 833.05 | 5,009.18 |
| Total | 33,722.52 | 244,098.22 |

23. Purchases of Stock-in-Trade

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|------------------|-----------------------|-----------------------|
| Packing Material | 13.21 | 12.14 |
| Others | - | 117.39 |
| Total | 13.21 | 129.53 |

24. Changes in inventories of finished goods, stock-in-trade and work in progress:

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| Inventories at the beginning of the year | | |
| Traded goods | 872.10 | 924.48 |
| Finished Goods | 3,346.66 | 4,323.39 |
| Work in Progress | 445.90 | 499.89 |
| Total - (A) | 4,664.66 | 5,747.76 |
| Inventories at the end of the year | | |
| Traded goods | 428.64 | 872.10 |
| Finished Goods | 738.38 | 3,346.66 |
| Work in Progress | 95.45 | 445.90 |
| Total - (B) | 1,262.47 | 4,664.66 |
| Decrease in Inventory (A-B) | 3,402.19 | 1,083.10 |

25. Employee Benefits Expense

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Salaries and Wages | 2,459.71 | 8,534.64 |
| Contribution to Provident and Other Funds | 170.76 | 462.78 |
| Staff Welfare Expenses | 288.36 | 752.77 |
| Total | 2,918.83 | 9,750.19 |

25.1 Employee benefits**Defined Contribution Plans**

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees including whole time directors. Under the plans the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Provident Fund scheme additionally requires the Company to guarantee payment of interest at rates notified by the Central Government from time to time, for which shortfall if any, shall be provided for by the Company.

Contributions to these Defined Contribution Plans, charged to Statement of Profit and Loss during the year are as under:

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| Employer's contribution to provident fund | 53.52 | 187.56 |
| Employer's contribution to Superannuation fund | 15.72 | 43.64 |
| Employer's contribution to Pension scheme | 25.42 | 119.02 |

Defined Benefit Plans

The employees' gratuity fund and leave encashment (PL) schemes managed by Life Insurance Corporation of India are defined benefit plans. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Changes in the present value of the defined benefit obligation are, as follows:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|---|-----------------|-------------------------|
| Defined benefit obligation at March 31, 2023 | 1,975.81 | 736.11 |
| Current service cost | 97.96 | 110.99 |
| Interest expense | 137.37 | - |
| Benefits paid | (288.51) | (112.19) |
| Actuarial (gain)/ loss on obligations - OCI | (113.39) | - |
| Defined benefit obligation at March 31, 2024 | 1,809.24 | 734.92 |
| Current service cost | 8.34 | 5.23 |
| Interest expense | 64.84 | 29.49 |
| Benefits paid | (1,822.48) | (652.77) |
| Actuarial (gain)/ loss on obligations - OCI | 93.99 | (54.87) |
| Defined benefit obligation at March 31, 2025 | 153.93 | 62.00 |

Changes in the fair value of plan assets are, as follows:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|--|-----------------|-------------------------|
| Fair value of plan assets as at March 31, 2023 | 1,737.05 | 3.29 |
| Contribution by employer | 414.67 | 700.94 |
| Interest income | 135.01 | 26.53 |
| Benefits paid | (288.51) | - |
| Return on plan assets (excluding amounts included in net interest expense) - OCI | (14.92) | (26.36) |
| Fair value of plan assets as at March 31, 2024 | 1,983.30 | 704.40 |
| Contribution by employer | 0.14 | - |
| Interest income | 77.41 | 27.29 |
| Benefits paid | (1,822.48) | (652.77) |
| Return on plan assets (excluding amounts included in net interest expense) - OCI | (10.34) | (8.28) |
| Fair value of plan assets as at March 31, 2025 | 228.03 | 70.64 |

Reconciliation of fair value of plan assets and defined benefit obligation:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|---|-----------------|-------------------------|
| Fair value of plan assets at March 31, 2024 | 1,983.30 | 704.40 |
| Defined benefit obligation at March 31, 2024 | 1,809.24 | 734.92 |
| Amount recognised in the Balance Sheet at March 31, 2024 | 174.06 | (30.52) |
| Fair value of plan assets at March 31, 2025 | 228.03 | 70.64 |
| Defined benefit obligation at March 31, 2025 | 153.93 | 62.00 |
| Amount recognised in the Balance Sheet at March 31, 2025 | 74.09 | 8.64 |

Amount recognised in Statement of Profit and Loss:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|--|-----------------|-------------------------|
| Current service cost | 8.34 | 5.23 |
| Net interest expense | (12.57) | 2.20 |
| Remeasurement of Net Benefit Liability/ Asset | - | - |
| Amount recognised in Statement of Profit and Loss for year ended March 31, 2025 | (4.23) | 7.43 |
| Current service cost | 97.96 | 110.99 |
| Net interest expense | 2.36 | (26.53) |
| Remeasurement of Net Benefit Liability/ Asset | - | - |
| Amount recognised in Statement of Profit and Loss for year ended March 31, 2024 | 100.32 | 84.46 |

Amount recognised in Other Comprehensive Income:

Rs. in Lakhs

| Particulars | Gratuity Funded | Leave Encashment Funded |
|--|-----------------|-------------------------|
| Actuarial (gain)/ loss on obligations | 93.99 | (54.87) |
| Return on plan assets (excluding amounts included in net interest expense) | 10.34 | 8.28 |
| Amount recognised in Other Comprehensive Income for year ended March 31, 2025 | 104.33 | (46.59) |
| Actuarial (gain)/ loss on obligations | (113.39) | - |
| Return on plan assets (excluding amounts included in net interest expense) | 14.92 | 26.36 |
| Amount recognised in Other Comprehensive Income for year ended March 31, 2024 | (98.47) | 26.36 |

The major categories of plan assets of the fair value of the total plan assets are as follows:

Rs. in Lakhs

| Investment Details | March 31, 2025 | | March 31, 2024 | |
|---------------------|-----------------|-------------------------|-----------------|-------------------------|
| | Gratuity Funded | Leave Encashment Funded | Gratuity Funded | Leave Encashment Funded |
| Gratuity Fund (LIC) | 228.03 | 70.64 | 1,983.30 | 704.40 |

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Discount rate (in %) | | |
| Gratuity | 7.22% | 7.50% |
| Leave Encashment | 7.22% | 7.50% |
| Salary Escalation (in %) | | |
| Gratuity | 6.00% | 6.00% |
| Leave Encashment | 6.00% | 6.00% |
| Rate of return in plan assets (in %) | | |
| Gratuity | 7.22% | 7.50% |
| Leave Encashment | 7.22% | 7.50% |
| Expected average remaining working lives of employees (in years) | | |
| Gratuity | 16.50 | 16.56 |
| Leave Encashment | 16.50 | 16.56 |

A quantitative sensitivity analysis for significant assumption as at March 31, 2025 is as shown below:

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.

Rs. in Lakhs

| Particulars | Gratuity | Leave encashment |
|---------------|----------|------------------|
| Discount rate | | |
| +1% | 78.26 | 21.52 |
| -1% | (86.96) | (23.21) |
| Salary growth | | |
| +1% | (97.69) | (27.90) |
| -1% | 89.60 | 26.39 |

The following payments are expected contributions to the defined benefit plan in future years:

Rs. in Lakhs

| Year ending March 31, | Gratuity 2024 | Leave encashment 2024 |
|--------------------------------|---------------|-----------------------|
| 2026 | 48.20 | 23.74 |
| 2027 | 8.28 | 8.00 |
| 2028 | 26.71 | 7.67 |
| 2029 | 13.99 | 7.18 |
| 2030 | 16.64 | 4.97 |
| 2031 - 2035 | 68.05 | 23.18 |
| Total expected payments | 181.87 | 74.75 |

The average duration of the defined benefit plan obligation

No. of Years

| Particulars | March 31, 2025 | March 31, 2024 |
|------------------------|----------------|----------------|
| - for gratuity | 5.00 | 6.00 |
| - for leave encashment | 4.00 | 4.00 |

26. Finance costs

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--------------------------------------|-----------------------|-----------------------|
| Interest on Term Loans | 43.62 | 15,629.10 |
| Interest on Short term borrowings | 1,246.58 | 22,215.38 |
| Total Interest | 1,290.20 | 37,844.49 |
| Other borrowing costs - Bank Charges | 4,843.05 | 10,039.74 |
| Interest on Tax dues | - | 28.40 |
| Total | 6,133.25 | 47,912.63 |

26.1 During the year, the company is in default of principal and interest on the borrowings from various lenders on account of financial stress. The lenders have classified the company's loan accounts as NPA in the financial year 2018-19 and continuing the same status in the current year too. Pending receipt of interest demands and confirmation of balances of loans from various lenders, the Company has been accounting the interest / penal interest as per the rates of interest mentioned in the sanction letters, Corrective Action Plan (CAP) and other loan documents. Adjustments, if any, for the interest and penal interest accounted, will be made on getting the information from the lenders.

27. Other Expenses

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|----------------------------|-----------------------|-----------------------|
| Chemicals and consumables | 205.05 | 1,063.35 |
| Rent | 209.27 | 118.31 |
| Rates and Taxes | 31.01 | 249.83 |
| Electricity and Water | 77.37 | 81.90 |
| Stores and Spares Consumed | 110.36 | 498.99 |
| Repairs and Maintenance: | | |
| to Buildings | 116.76 | 5.86 |
| to Plant and Machinery | 94.57 | 587.87 |
| to Others | 218.36 | 532.88 |
| Insurance | 165.72 | 846.49 |

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Printing and Stationery | 6.14 | 30.88 |
| Postage, Telephone and Telex | 26.22 | 39.25 |
| Travelling and Conveyance | 157.11 | 602.07 |
| Advertisement and Publicity | 44.96 | 188.01 |
| Employee Recruitment and Training | 5.16 | 5.27 |
| Legal, Secretarial and Share Registry Exp | 352.15 | 469.78 |
| Professional and Consultancy | 193.21 | 217.48 |
| Directors Sitting Fees | 12.30 | 9.30 |
| Investments written off | 2,190.17 | - |
| Payment to Auditors (Refer Note 39) | 65.10 | 76.19 |
| Transport and Handling | 3,309.71 | 18,929.97 |
| Distribution | 300.15 | 663.72 |
| Sales Commission / discounts / rebates | - | - |
| Bad Debts / Advances written off | 6,677.00 | - |
| Provision for doubtful debts | - | 787.12 |
| Loss on foreign currency transactions | - | 13.31 |
| Miscellaneous Expenses | 161.17 | 551.50 |
| Total | 14,729.02 | 26,569.33 |

28. Tax expense Reconciliation

a) The major components of income tax expense for the year ended March 31, 2024 and March 31, 2023 are as follows:

(i) Statement of Profit & Loss

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|--|-----------------------|-----------------------|
| 1. Current Tax | | |
| Current tax expense for the current year | 148.91 | - |
| Current tax expense pertaining to prior periods | - | - |
| Total | - | - |
| 2. Deferred Tax | | |
| Deferred tax expense for current year | 839.54 | (1,374.13) |
| Total income tax expense recognised in statement of Profit & Loss | 988.45 | (1,374.13) |
| (ii) OCI Section | | |
| Income tax charged to OCI | 18.02 | (75.49) |
| Net Total Tax Expense | 970.43 | (1,298.64) |

b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate :

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Accounting profit before tax from continuing operations | 2,43,475.60 | (1,29,773.42) |
| Accounting profit before tax from discontinuing operations | - | - |
| Accounting profit before income tax | 2,43,475.60 | (1,29,773.42) |
| Income tax Rate | 31.20 | 31.20 |
| Income tax | 75,964.39 | (40,489.31) |
| Current year losses on which deferred tax asset not considered | - | 9,147.09 |
| <u>Previous year losses for which created deferred tax assets</u> | - | - |
| Non-deductible expenses for tax purposes: | | |
| Other non-deductible expenses | 184.76 | 30,043.58 |
| Net tax Expense charged to P&L | 34,339.11 | (1,298.64) |

- (c) During the year, the Company has not recognized any deferred tax assets or liabilities in the financial statements. This decision is in line with Ind AS 12 - Income Taxes, which requires the recognition of deferred tax only to the extent that it is probable that sufficient future taxable profits will be available against which deductible temporary differences and carry-forward losses can be utilized. The primary reasons for the non-recognition of deferred tax are as follows:

1. Sale of Assets:

Assets Care Reconstruction Enterprise (ACRE), Secured Creditor, invoked SARFAESI Act 2002, took symbolic possession of all assets on 12th Oct 2023, entered into an OTS agreement and had recovered debt from sale of core assets (Urea and MI facilities), non-core assets (all assets other than Urea and MI assets) amounting to Rs.1685 Crores and Rs. 200 crores respectively totaling to Rs. 1885 crores plus cutback pending and due till June 30, 2024, towards full and final settlement of debt outstanding of Rs. 3858 Crores claimed by ACRE as of 10th December 2023.

The Board of Directors on May 31, 2024, took note of the issue of Sale Certificate by ACRE and handover of Physical Possession of Core Secured Assets of NFCL to AM Green Ammonia (India) Private Limited, the buyer.

Consequently, ACRE has issued a No Due Certificate dated 11th July 2024, confirming that NFCL stands unconditionally and irrevocably released and discharged of any liabilities, dues, demands or claims in respect of the outstanding debt, other amounts due and payable to ACRE, including release of all security created in favour of ACRE, personal guarantees and pledge of shares of NFCL held by promoter (Amlika Mercantile Private Limited). NFCL, as on 11th July, 2024, does not have any term loans and working capital debt outstanding with the Banks.

There were no PPE available for operations in view of recovery from sale of Assets by the Lenders. Ammonia/Urea plants operated up to 4th June 2024, i.e., one plant till 31st May 2024 and the other plant till 04th June 2024, Micro Irrigation Plants operated till 31st May 2024.

Post the recovery by ACRE there are no physical assets (which includes all Property, Plant, and Equipment (PPE)) remaining with the company.

As there are no remaining physical assets including PPE assets, there is no difference between the Income Tax Block and the Company's Act Block, which would otherwise give rise to temporary differences that need to be recognized for deferred tax purposes.

2. Reduction in Operations:

Following the recoveries by ACRE, the Company does not have any revenue generating activities and operations have significantly reduced. The company is currently focusing mainly on recovery of its remaining claims and dues and settlements of operating debt. Given the current status of operations and levels of net current liabilities, there is no expectation of continuing operations or generating taxable profits in the near future.

3. Set-off of Carry-forward Losses:

The Company has carry-forward losses under the Income Tax Act, 1961, which, in the view of the management, will likely be set off against future taxable profits, if any. However, in light of the reduced operations and the absence of foreseeable taxable profits, the Company does not anticipate being able to utilize the deferred tax assets.

As a result, the Company has not recognized any deferred tax assets or liabilities for the year.

(d) 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 as they relate to income taxes levied by the same tax authority.

29. Material Uncertainty on the Company's ability to continue as a going concern and appropriateness of use of going concern basis of accounting in preparation of financial statements.

i). Consequent to the settlement of Debt vide receipt of sale proceeds from Core and Non- Core assets by ACRE, there are no other assets including property plant and equipment left with the Company for operations. "No Dues and Security release Certificate" from ACRE was received on 11th July 2024, thereby affecting the Going Concern of the Company and accordingly drawn the Financial statements for the year ended on March 31, 2025.

ii) Without considering the energy and other claims from the Government, the current liabilities exceed the current assets by Rs. 86,095.55 Lakhs.

Accordingly, Financial Statements for the FY 2024-25 has been prepared on not a going concern basis

30. (i) Government of India announced New Urea Policy (NUP)-2015 and Gas Pooling Policy for Fertilizer (Urea) Sector which are effective from 1st June 2015 to 31st March 2019. Government of India extended the NUP -2015 from 1st April 2019 until further orders. Income from Urea Operations has been recognised in accordance with the said policies. Income towards freight subsidy, Reimbursement claims towards additional fixed cost, Input escalation / de-escalation, have been recognized for the year ended on March 31, 2025 in terms of the said policies.

(ii) De-escalation of Urea subsidy and De-escalation of Gas Costs used as Raw material and generation of Power for FY 2022-23.

The Subsidy income is recognised based on the notified Gas Pool prices for the time being in force and upon final notification of the prices the escalation / de-escalations are accounted for in the year in which these notifications are issued. During the 3rd quarter the final Gas Pool price for the year 2022-23 has been notified by the DOF (Annual cumulative Gas Pool price has come down) in line with which GAIL has issued Credit note and NFCL has recognized reduction in Gas Costs by Rs. 17,555.01 Lakhs and correspondingly NFCL has reduced its Urea Subsidy claim by Rs. 16,879.16 Lakhs for FY 2022-23. Accordingly, the reduction in cost of raw material / power and fuel and consequent de-escalation of the subsidy revenues, respectively, belonging to FY 2022-23 have been accounted in line with the said notification and continued accounting policy. Further adjustments required, if any, will be considered on notification of final prices. As there is no production from 4th June 2024 there is no revenue from Operations to be recognised from 2nd quarter.

(iii) The Government extended the preset energy norms which were valid till 31st March 2023. Accordingly, Subsidy income is recognized based on Target Energy Norms as per NUP-2015 policy for the Quarter ended June 2024 and there is no production from June 2024 as the Plants were sold.

31. Impairment of Property Plant & Equipment

No impairment test for PPE's carried out.

32. Contingent Liabilities and Commitments (to the extent not provided for)

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| A. Contingent Liabilities: | | |
| i) Claims against the Company not acknowledged as debt: | | |
| a) Tax matters in appeal: | | |
| - Income Tax | - | - |
| - Customs Duty and Indirect taxes | 360.80 | 345.82 |
| b) Matters under arbitration (Refer Note 32.1) | 2,162.92 | 1,325.00 |
| c) Other claims against the company (Water cess, NALA tax and others) | 79,072.35 | 62,181.37 |
| ii) Guarantees excluding financial guarantees : | | |
| - Counter guarantees given to Bankers in respect of Bank guarantees issued by them | - | 22.00 |
| iii) Other money for which the Company is contingently liable: | | |
| - Compensation for 33.35 acres (Previous year 33.35 acres) of land in Company's possession - amount not ascertainable | - | - |
| - Claim for using the "Nagarjuna Brand/ Trade mark" - amount not ascertainable (Refer note 32.2) | - | - |
| - Claims from various creditors who have filed petitions before court/ tribunals - amount not quantified (Refer No.32.3) | - | - |
| | 81,596.07 | 63,874.19 |
| B. Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) | - | 1,068.90 |

GAIL has recovered interest in the past and also raising claims for interest on the amounts due which is being disputed by the company. The company is not accounting for further interest from 1st July 2024 onwards.

32.1 (a) There are various claims against the company which are in dispute in various forums, courts, appeals, including arbitration awards.

(b) In relation to some of the contracts for purchase of fertilisers, an international Arbitration Award has been passed against the Company in September 2016 for USD 14,398,188 and GBP 690,630 and interest as applicable apart from costs based on a claim filed by one of the Suppliers of Fertilizers to the Company.

The Company is of the view that the Award has been obtained based on documents tampered with and mis-representations of facts by said supplier. The Company is contesting the enforcement of the Award in the Courts in India and has also filed a Criminal Complaint before the Metropolitan Magistrate of Hyderabad against the supplier and its officials. Judgement came in favour of the Company, aggrieved by the Judgement, supplier made an appeal to the Supreme Court of India. Matter yet to be heard.

(c) The Company entered into two Contracts dated December 15, 2012 on Early Works, Offshore and Onshore towards certain engineering drawings to be utilised towards its plant for third ammonia and urea project on conditions that balance amounts payable only upon (a) the announcement of a fertilizer policy and (b) that the fertilizer policy being found favorable for the Project of the Company. The Company could not proceed further as the policy was not conducive for the project.

The service provider raised invoices for the balance amounts claiming that the work carried out was per contract. As the amounts were not paid the service provider invoked arbitration. The arbitral Tribunal passed an award on October 23, 2017 for USD 877,500, GBP 52,314, EUR 455,000 and INR 221.39 Lakhs and interest as applicable apart from costs in favour of the claimant. NFCL challenged the Awards by filing two petitions separately for each case under section 34 of Arbitration & Conciliation Act as the tribunal ignored vital evidence such as Govt communication dt 9th May 2013 where in the industries we're asked not to proceed further without necessary approvals from Govt, amongst other grounds. Matter yet to be listed for hearing.

Based on the current legal progress, the management has provided for 25% of the claim made on the Offshore contract and deposited 15% of the onshore contract value with the court. The Company continues to proceed legally and hence the balance claims have been disclosed as contingent liabilities.

32.2 Various other Cases / Petitions filed against the company in NCLT / Courts / Other Tribunals: Few other creditors have filed petitions against the company in various Courts / Tribunals for recovery of dues / claims for compensation for their services / supplies and all these matters are at various stages in the respective courts. The legal counsels opined that these cases / petitions filed against the company are not tenable and are of the view that these cases may not have any impact on the financials of the company.

Basis the legal opinion the management is of the view that the other pending litigations may not have any adverse impact on the financial position of the company as at the year end. If and when this assumption changes and they do become material and adversely it will be appropriately reported as per the extant guidelines.

32.3 Amlika Mercantile Private Limited (AMPL), Core Promoter of the Company had preferred an appeal before Hon'ble National Company Law Appellate Tribunal (NCLAT), Chennai, against the Order dated 27.08.2021, passed by the 'National Company Law Tribunal', Hyderabad Bench, admitting the Nagarjuna Fertilizers and Chemicals Limited (NFCL) into Corporate Insolvency Resolution Process (CIRP) under Insolvency and Bankruptcy Code, 2016.

Basis the appeal of AMPL, Hon'ble NCLAT, Chennai, vide order dated October 05, 2023, has allowed the appeal by setting aside the impugned order dated August 27, 2021, passed by Hon'ble NCLT, Hyderabad Bench. Thereby, the Company exited CIRP under IBC, 2016 effective October 05, 2023.

AMPL has claims the legal expenses for the NCLAT appeal filed on behalf of the Company and the company is liable to reimburse the legal expenses to AMPL.

32.4 Claim by GAIL and against GAIL

i) Claim by GAIL

GAIL has filed a petition under section 9 of Arbitration and Conciliation Act, 1996, in Hon'ble High Court of Delhi, seeking relief for their outstanding dues. The Company is contesting the case disputing the total claim of GAIL stating that GAIL has stopped supplies in 2018 as the company was unable to comply with the gas supply agreement terms (as regards security and payment terms) and GAIL resumed supplies after intervention of DoF, MoCF, GoI assuring GAIL on payments and payment security via Office Memorandum (OM). The Government did not agree to pay GAIL within a specified period nor did it agree to reimburse GAIL of any interest as can be clearly seen in the Office Memorandum (OM) of DoF, basis of which resumed the gas supply. GAIL was fully aware of the impossibility of the company complying with the security and payment terms in gas supply and has communicated in writing in various legal forums and with DoF that it started supplies only after security and assurances of payment from DoF. Despite this GAIL has adjusted payments/recovered interest since 2018 and also raising claims for interest post the sale of assets on the amounts due. The company is disputing interest being claimed by GAIL with GAIL, with DoF and in Legal Forums.

ii) Claims Against GAIL

The company had lost the GAIL arbitration case in 2023. The company filed an application under section 34 of Arbitration and Conciliation Act 1996 which is pending adjudication in Delhi High Court since 2023. All the assets of NFCL have been sold basis the secured creditor invoking SARFAESI. The company's accounts have been drawn up accordingly as a non-going concern. Given the financial situation NFCL assigned its rights in favour of AMPL to represent it in all legal forums/proceedings to pursue claims from GAIL including Arbitration claim in its name as an assignee along with agency coupled with interest under the provisions of Indian Contract Act, 1872. Should GAIL satisfy the award in the future, from the net proceeds, NFCL shall use the award as it deems fit after clearing its liabilities.

32.5 The Company has been using the Nagarjuna Brand I Trademarks for its urea and other products under a license agreement Dt 29/01/1998 with the grantor, a related party. The company, during the period ended on 31.12.2021, received a claim from the grantor asserting its right to royalty for the period from 29/01/1998. The company agreed without impairment and prejudice to the rights of AMPL in any manner whatsoever to settle the claims in a manner such that the dues are secured and paid/deducted on a priority basis from the receipts if any from claims against GAIL if and when GAIL satisfies the award in relation to pipeline accident The Dolaramud.; trademark/mascot being used by the Group and by NFCL in urea packaging. After the government letter dated August 18, 2023, on One Nation One Fertilizers by introducing Single Brand for fertilizers and Logo under fertilizer subsidy scheme, the company has discontinued use of trademark and did not renew the trademark. The group agreed to continue the trademark. Based on the agreed terms with NACL the company has written to NACL to stop utilising the Nagarjuna name, group logo or trademarks vide letter dated 28th May 2025 after hearing news that there is a change in company's ownership and management.

33. Disclosure under Ind AS 24, Related Party Disclosures:

33.1. List of related parties and their relationships

Subsidiaries

- (i) Jaiprakash Engineering and Steel Company Limited (JESCO)
Ceased to be Subsidiary from 12th June 2024

Associates

- (i) KVK Raju International Leadership Limited

Key Management Personnel

- (i) Mr.K.Rahul Raju, Managing Director
- (ii) Mr. Chanda Sreekanth, Company Secretary
- (iii) Mr. Sudhakara Rao Annam, Chief Financial Officer
- (iv) Mr. K Srirama Raju, Chief Financial Officer

Relatives of Key Management Personnel.

- (i) Smt. K Lakshmi Raju (Sister of Shri K Rahul Raju)
- (ii) Smt. K. Veda Raju (Wife of Shri K Rahul Raju)

Non - Executive Directors

- (i) Mr.Uday Shankar Jha, Chairman
- (ii) Mr. Chandra Pal Singh Yadav, Nominee director of KRIBHCO
- (iii) Ms.Lalitha Raghuram, Independent Director
- (iv) Mr. Rajendra Mohan Gonela, Independent Director
- (v) Mr. Sudhakar Kudva, Independent Director

Enterprises which have significant influence

- (i) Amlika Mercantile Private Limited

Enterprises significantly influenced by Key Management personnel or their relatives

- (i) Nagarjuna Educational Trust

33.2 Related party transactions during the year are as under:

| Nature of transaction | Directors | | Associates | | Key Mgmt. Personnel | | Relatives of Key Mgmt. Personnel | | Enterprises significantly influenced by Key Management personnel or their relatives | |
|--|-----------|---------|------------|---------|---------------------|---------|----------------------------------|---------|---|---------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Rent Received | | | | | | | | | | |
| Nagarjuna Educational Trust | | | | | | | | | - | 2.06 |
| Sundry Creditors Nagarjuna Educational Trust | | | | | | | - | - | 18.93 | 9.08 |
| Sitting Fees to Non Executive & Independent Directors | 12.30 | 9.30 | | | | | | | | |
| Remuneration to KMPs | | | | | | | | | | |
| (a) Short-term employee benefits including perquisites | | | | | 124.24 | 127.11 | | | | |
| (b) Post-employment benefits | | | | | 12.96 | 10.41 | | | | |

33.3 Remuneration to key management personnel of the Holding Company

The remuneration to KMPs disclosed in the table has been recognised as an expense during the reporting period.

33.4 Balances outstanding as at March 31, 2025

| Nature of transaction | Subsidiaries | | Associates | | Key Mgmt. Personnel | | Relatives of Key Mgmt. Personnel | | Enterprises significantly influenced by Key Management personnel or their relatives | |
|---|--------------|----------|------------|---------|---------------------|---------|----------------------------------|---------|---|---------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Investments | | | | | | | | | | |
| Jaiprakash Engineering and Steel Company Limited | | 2,256.17 | | | | | | | | |
| KVK Raju International Leadership Limited | | | 15.00 | 15.00 | | | | | | |
| Provision for diminution in the value of investment | | 2,256.17 | 15.00 | 15.00 | | | | | | |
| Other Receivables | | | | | | | | | | |
| Rental and other deposits with | | | | | | | | | | |
| Smt. K Lakshmi Raju | | | | | | | 85.00 | 85.00 | | |
| Expenses Payable | | | | | | | | | | |
| Shri.K Rahul Raju | | | | | 13.45 | 13.45 | | | | |
| K Veda Raju | | | | | 941.12 | 941.12 | | | | |
| Smt. K Lakshmi Raju | | | | | | | 32.50 | 32.50 | | |
| Other Current Financial Liabilities | | | | | | | | | | |
| Shri K Rahul Raju* | | | | | 10.48 | 40.24 | | | | |
| Mr.ANNAM SUDHAKARA RAO | | | | | | 2.68 | | | | |
| Mr.K Srirama Raju | | | | | 2.43 | | | | | |
| Mr. M. Vijaya Bhaskar | | | | | | 1.38 | | | | |
| Mr.Chanda Sreekanth | | | | | 0.86 | | | | | |
| Nagarjuna Educational Trust | | | | | | | | | - | 18.93 |

* Previous Year Figures are restated in conformity with current year figures

33.5 Terms and conditions of transactions with related parties

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the yearend are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the Year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

34. Segment Reporting

The financial results comprise the combined operations of the Company relating to the Fertilizer and Micro Irrigation businesses. The financial results of Micro Irrigation being below the reportable thresholds, and since they do not have similar economic characteristics and do not share any of the aggregation criteria, are neither disclosed as separate segments nor combined as "all other segments" for the purpose of disclosures under Ind AS 108 - Operating Segments.

Entity wide disclosures :

Geographical information

Rs. in Lakhs

| | Revenue from external customers | | Non-current assets* | |
|---------------|---------------------------------|---------------------------|----------------------|----------------------|
| | Year ended March 31, 2025 | Year ended March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| India | 70,319.66 | 476,538.60 | - | 67,002.50 |
| Outside India | - | - | - | - |
| | 70,319.66 | 476,538.60 | - | 67,002.50 |

* Non-current assets excluding financial instruments, deferred tax assets, post-employment benefit assets and rights arising under insurance contracts.

Information about revenue from major customers which is included in revenue

Rs. in Lakhs

| | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---------------------------|---------------------------|
| Subsidy claims on Government of India pursuant to its Fertilizer subsidy policies | 58,268.19 | 404,754.29 |
| | 58,268.19 | 404,754.29 |

35. Fair Value

Category-wise classification of Financial Instruments

Rs. in Lakhs

| Particulars | Refer Note | Non-current | | Current | |
|---|------------|----------------------|----------------------|----------------------|----------------------|
| | | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| Financial assets measured at amortised cost | | | | | |
| Security deposits | 5 | 323.49 | 480.60 | 8,616.31 | 8,616.89 |
| Loans and advances to related parties | 5 | - | - | - | - |
| Loans to employees | | - | - | - | - |
| Non current margin money deposit | 5 | - | - | - | - |
| Interest accrued on deposit and advances | 5 | - | - | 6.35 | 29.87 |
| Unbilled revenue | 5 | - | - | - | - |
| Claims receivable | | - | - | - | - |
| Trade receivables | 7 | - | - | 23,781.54 | 43,925.95 |
| Cash and cash equivalents | 8 | - | - | 7,665.85 | 1,017.05 |
| Other Bank balances | 9 | - | - | 151.52 | 2,003.11 |
| Financial liabilities measured at amortised cost | | | | | |
| Term loans from banks | 14 | - | - | - | 104,868.28 |
| Term loans from others | 14 | - | - | 578.42 | 534.79 |
| Corporate loan from banks | 14 | - | - | - | 218,354.37 |
| Deferred Payment Liabilities | 14 | - | - | 1,343.49 | 2,343.49 |
| Trade payables | 19 | - | - | 129,087.01 | 135,935.16 |
| Payables towards deposits | 15 | 6,404.83 | 6,690.36 | 405.08 | 1,429.17 |
| Payables towards other Deposits | 15 | 235.15 | 215.15 | - | 25.00 |
| Payables towards purchase of fixed assets | 15 | - | - | 734.36 | 1,248.55 |

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables and short term loans approximate their carrying amounts largely due to the short-term maturities of these instruments.

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.

36 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 liabilities :

Rs. in Lakhs

| Particulars | Date of valuation | Total | Fair value measurement using | | |
|---|-------------------|-------|---|---|---|
| | | | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Financial liabilities measured at fair value through profit or loss | | | | | |
| Foreign exchange forward contracts | March 31, 2025 | - | - | - | - |
| Foreign exchange forward contracts | March 31, 2024 | - | - | - | - |

The fair values of the foreign exchange forward contracts have been determined based in the valuation report obtained from the bank. Significant observable inputs used in the valuation report are quoted forward exchange rates.

37. Financial risk management objectives and policies

Financial Risk Management Framework

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 and advances, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed primarily to Credit Risk, Liquidity Risk and Market risk (fluctuations in foreign currency exchange rates and interest rate), which may adversely impact the fair value of its financial instruments. The Company's senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company based on the policies agreed by the Company's senior management. The same are summarised below:

A. 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. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. 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. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk except trade receivables where more than 50% is due from Government of India and various State Governments. The same are realisable in due course.

To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as :

- (i) Actual or expected significant adverse changes in business,
- (ii) Actual or expected significant changes in the operating results of the counterparty,
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- (iv) Significant increases in credit risk on other financial instruments of the same counterparty,
- (v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the company. The company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Exposure to credit risk

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL) | | |
| Other financial assets | 323.49 | 480.60 |
| Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL) | | |
| Trade receivables | 27,386.92 | 51,650.08 |

Balances with bank subject to low credit risk due to good credit rating assigned to this bank.

Trade receivables:

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients based on ageing.

The ageing analysis of trade receivables as of the reporting date is as follows:

Rs. in Lakhs

| Particulars | Neither past due not impaired | Past due but not impaired | | | | Total |
|--|-------------------------------|---------------------------|---------------|---------------|------------------|------------------|
| | | Less than 30 days | 30 to 60 days | 60 to 90 days | Above 90 days | |
| Trade receivables as of 31st March, 2024 | | | | | | |
| Government | - | - | - | - | 24,907.78 | 24,907.78 |
| Non Government | - | 0.01 | - | - | 2,479.13 | 2,479.14 |
| Total | - | 0.01 | - | - | 27,386.91 | 27,386.92 |
| Trade receivables as of 31st March, 2023 | | | | | | |
| Government | 38,210.29 | 1,565.73 | 186.74 | 117.27 | 6,576.91 | 46,656.94 |
| Non Government | 612.16 | 907.88 | 27.42 | 20.02 | 3,425.67 | 4,993.14 |
| Total | 38,822.44 | 2,473.61 | 214.16 | 137.28 | 10,002.58 | 51,650.08 |

The following table summarizes the changes in the allowances for doubtful accounts for trade receivables :

Rs. in Lakhs

| Particulars | March 31, 2025 | March 31, 2024 |
|--|-----------------|-----------------|
| Start of the year | 7,724.13 | 6,937.01 |
| Provision for Impairment | (4,118.75) | 787.12 |
| Receivables written off during the year as uncollectible | - | - |
| Unused amounts reversed | - | - |
| End of year | 3,605.38 | 7,724.13 |

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 Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

B. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company was unable to meet the financial obligations during the current year on account of continued losses. The Company is in discussion with the lenders for Resolution Plan. Refer Note 34.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Year ended March 31, 2025

Rs. in Lakhs

| Particulars | Less than 1 year | 1 to 5 years | >5 years | Total |
|--|------------------|--------------|----------|------------|
| Loans from Banks / Financial institutions | 578.42 | - | - | 578.42 |
| Interest-free sales tax deferral loans from State Government | 1,343.49 | - | - | 1,343.49 |
| Deposits payable | - | 6,639.98 | - | 6,639.98 |
| Working capital demand loan from bank | - | - | - | - |
| Short term loan from bank | - | - | - | - |
| Trade payables | 129,087.01 | - | - | 129,087.01 |
| Other financial liabilities | - | - | - | - |

Year ended March 31, 2024

Rs. in Lakhs

| Particulars | Less than 1 year | 1 to 5 years | >5 years | Total |
|--|------------------|--------------|----------|------------|
| Loans from Banks / Financial institutions | 105,403.07 | - | - | 105,403.07 |
| Interest-free sales tax deferral loans from State Government | 2,343.49 | - | - | 2,343.49 |
| Deposits payable | - | 6,905.51 | - | 6,905.51 |
| Working capital demand loan from bank | 211,359.64 | - | - | 211,359.64 |
| Short term loan from bank | 6,994.73 | - | - | 6,994.73 |
| Trade payables | 135,935.16 | - | - | 135,935.16 |
| Other financial liabilities | - | - | - | - |

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the entity comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2024 and March 31, 2023

The sensitivity analyses 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 in place at March 31, 2024.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the 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 March 31, 2024 and March 31, 2023.

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. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The company's interest rate exposure is mainly related to variable interest rates debt obligations. The company uses a mix of interest rate sensitive loan facilities from the lenders to manage the liquidity and fund requirement for its day to day operations like working capital, short term loans and suppliers / buyers credit etc.,

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings with floating rate of interest affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

| Particulars | Increase/decrease in basis points | Effect on profit before tax |
|-----------------------|-----------------------------------|-----------------------------|
| | INR Lacs | |
| March 31, 2025 | | |
| INR | +50 | - |
| INR | -50 | - |
| March 31, 2024 | | |
| INR | +50 | 524.34 |
| INR | -50 | (524.34) |

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

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's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and borrowings in foreign currency.

| Particulars | USD in Million | Rs. in Lakhs | Euro in Million | Rs. in Lakhs |
|---|----------------|--------------|-----------------|--------------|
| Foreign currency exposure as at 31st March, 2025 | | | | |
| Trade receivables | - | - | 0.44 | 401.61 |
| Loans and other receivables | - | - | - | - |
| Trade payables | 1.54 | (1,321.00) | 0.003 | (2.68) |
| Foreign currency exposure as at 31st March, 2024 | | | | |
| Trade receivables | - | - | 0.44 | 389.79 |
| Loans and other receivables | - | - | - | - |
| Trade payables | 1.54 | (1,269.07) | 0.003 | (2.60) |
| Foreign exchange forward contracts | - | - | - | - |

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and Euro exchange rates, 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. The Company's exposure to foreign currency changes for all other currencies is not material.

Rs. in Lakhs

| Currency | Year ended March 2025 | | Year ended March 2024 | |
|--------------------------------------|-----------------------|--------------|-----------------------|--------------|
| USD | 20.21 | (20.21) | 19.75 | (19.75) |
| Euro | (66.05) | 66.05 | (64.35) | 64.35 |
| Increase/(decrease) in profit | (45.84) | 45.84 | (44.59) | 44.59 |

38. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, securities 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 monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Rs. in Lakhs

| Particulars | Rs. in Lakhs | |
|---|--------------------|---------------------|
| | At Mar 31, 2024 | March 31, 2024 |
| Interest bearing loans and borrowings (Note 14) | 578.42 | 323,757.44 |
| Less: Cash and short term deposits (Note 8&9) | 7,817.37 | 1,393.12 |
| Net debts | (7,238.95) | 322,364.32 |
| Equity share capital (Note 12) | 5,980.65 | 5,980.65 |
| Other Equity (Note 13) | (98,609.90) | (341,057.30) |
| Total Capital | (92,629.25) | (335,076.65) |
| Capital and net debt | (99,868.20) | (12,712.33) |
| Gearing ratio (%) | 7.25% | (2535.84%) |

39. Disclosure of additional information pertaining to the Parent Company, Subsidiaries and Associates as per Schedule III of Companies Act, 2013

| Name of the entity | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|--|---|--------------------|---|-------------------|---|----------------|---|-------------------|
| | As % of total Consolidated Net assets | Rs. in Lakhs | As % of total Consolidated Profit or loss | Rs. in Lakhs | As % of total Consolidated other comprehensive income | Rs. in Lakhs | As % of total Consolidated total comprehensive income | Rs. in Lakhs |
| Parent | | | | | | | | |
| Nagarjuna Fertilizers and Chemicals Limited | 100.00% | (92,687.30) | 100.00% | 242,429.09 | 100.00% | (39.73) | 100.00% | 242,389.36 |
| Subsidiaries | | | | | | | | |
| a) Indian | | | | | | | | |
| Jaiprakash Engineering and Steel Company Limited | 0.00% | - | 0.00% | 0.00 | 0.00% | - | 0.00% | 0.00 |
| Non-controlling interests in all subsidiaries | | | | | | | | |
| a) Indian | | | | | | | | |
| Jaiprakash Engineering and Steel Company Limited | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% | - | 0.00% | 0.00 |
| | 100.00% | (92,687.30) | 100.00% | 242,429.09 | 100.00% | (39.73) | 100.00% | 242,389.36 |

40. Payment to Auditors

Rs. in Lakhs

| Fee towards: | Year ended March 2025 | Year ended March 2024 |
|----------------------------------|-----------------------|-----------------------|
| Statutory Audit | 42.00 | 42.00 |
| Tax Audit | 7.50 | 7.50 |
| Limited Review | 12.00 | 12.00 |
| Certification and other Services | 3.60 | 14.45 |
| Total | 65.10 | 75.95 |

41. Earnings per Equity Share

Rs. in Lakhs

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|-----------------------|-----------------------|
| Net Profit / (Loss) after tax (Rs in lakhs) | 242,487.143 | (128,388.87) |
| Number of Equity shares (fully paid up) | 598,065,003 | 598,065,003 |
| Face value of Equity Share (Rs) | 1 | 1 |
| Earnings per share – Basic & Diluted (Rs) | 40.545 | (21.47) |

Note: The Company has no dilutive instruments as at 31st March, 2025 and in the previous year. As such dilutive earnings per share equals to Basic Earnings per share.

42. Particulars of Loans and Advances in the nature of Loans as required by Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Rs. in Lakhs

| | Name of the company | Balance as at | | Maximum Amount outstanding during | |
|---|--|---------------|----------------|-----------------------------------|-----------------------|
| | | Mar 31, 2025 | March 31, 2024 | Year ended March 2025 | Year ended March 2024 |
| A | Subsidiaries | Nil | Nil | Nil | Nil |
| B | Associates | Nil | Nil | Nil | Nil |
| C | Advances in the nature of Loans where there is no repayment schedule | Nil | Nil | Nil | Nil |
| D | Advances in the nature of Loans where no interest is charged or interest is below the rate specified in section 186 of the Companies Act, 2013 | Nil | Nil | Nil | Nil |
| E | Advances in the nature of Loans to firms / companies in which directors are interested: | Nil | Nil | Nil | Nil |

43. Particulars of Loans, Guarantees or Investments in accordance with Section 186 of the Companies Act, 2013

Rs. in Lakhs

| Name of the entity to whom loan/ investment/ guarantee / security was given / made | Relationship, if any, of the entity with the company | Amount of Loan / Investment / guarantee / security Rs. in Lakhs | Particulars of Loans, Guarantees given or Investments made | Purpose for which the loan or guarantee or security is proposed to be utilised by the recipient. |
|--|--|---|--|--|
| Jaiprakash Engineering and Steel Co Ltd ("JESCO") | Subsidiary | 0.00 | Investment -Equity | Not Applicable |

Note: Full provision for diminution in the value of above investment has been made. Further, JESCO has gone into Voluntary liquidation on 25th April 2022. Since Liquidation petition withdrawn Order dtd 16.04.2024 (JESCO)

44. The year-end Foreign Currency exposures that have not been hedged by a derivative instrument or otherwise are given below: (as mandated by the Institute of Chartered Accountants of India in its announcement dated 05.12.2005)

Rs. in Lakhs

| Particulars | Currency | Mar 31, 2025 | | Mar 31, 2024 | |
|----------------------|----------|---------------------|-------------|---------------------|--------------|
| | | In foreign currency | Rs.in Lakhs | In foreign currency | Rs. in Lakhs |
| Advances receivables | EUR | 435,000 | 401.61 | 435,000 | 368.27 |
| Trade Payables | USD | 1,543,558 | 1,321.00 | 1,543,558 | 1,170.13 |
| | EUR | 2,900 | 2.68 | 2,900 | 2.46 |

45. (i) The Company has assessed the recoverability of receivables, inventories and other financial assets considering the available internal and external information up to the date of approval of these financial statements. Considering the nature of these assets, the Company expects to recover the carrying amount of these assets.

(ii) The company has not borrowed funds from Banks/Financial Institutions during the year.

46 Additional Regulatory information:

- There are no immovable properties as on 31st March 2025.
- The Group has no investment property
- The Group has not revalued its Property Plant and Equipment including Right of use assets
- The Group has not revalued its intangible assets.
- The Group has not granted loans or advances in the nature of Loans to promoters, Directors , KMPs and the related parties (As defined under The Companies Act,2013) either severally or jointly with any other person, that are (a) repayable on demand; or (b) without specifying any terms or period of repayment.

(vi). a. Capital Work in Progress ageing schedule as on March 31, 2025

Rs. 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 | - | - | - | 758.00 | 758.00 |
| Less Impairment | - | - | - | 758.00 | 758.00 |
| Projects temporarily suspended | - | - | - | 0.00 | 0.00 |

(vi). b CWIP completion schedule as on March 31, 2025 is as under:

Rs. in Lakhs

| CWIP | Amount in CWIP for a period of | | | |
|---|--------------------------------|-----------|-----------|-------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| Development of Mobile/Web Application for Field Team from Visionnet Systems Pvt Limited - SIGNING OFF S/W | - | - | - | 0.00 |
| TOTAL | - | - | - | 0.00 |

(vii) The Group has no intangible assets under development

(viii) No proceeding has been initiated or pending against the Group under the Benami Transactions (Prohibition) Act 1988.

(ix) In respect of the borrowings from bank or financial institutions on the basis of security of current assets, quarterly returns, or statements of current assets are not being filed by the Group..

(x) The Group is not a declared wilful defaulter by any bank or financial institution (as defined in the Companies Act 2013), or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(xi) The Group has no transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956.

(xii) In respect of the Holding Company, satisfaction for the following charges is yet to be filed with ROC, which is beyond the statutory period:

| Charge Holder Name | Charge Id | Date of charge creation | Amount Rs in lakhs | Reasons |
|--------------------|-----------|-------------------------|--------------------|--|
| UCO Bank | 100042498 | 13-07-2016 | 1300.00 | Consortium banks including UCO Bank, have assigned their entire fund based outstanding loans/ financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| CANARA BANK | 90124189 | 20-09-2000 | 20.00 | |
| CANARA BANK | 10005518 | 29-03-2006 | 86.36 | |
| Canara Bank | 10056734 | 29-03-2006 | 108.30 | |
| ICICI BANK | 80062844 | 08-05-1996 | 1500.00 | Consortium banks including ICICI Bank Ltd, have assigned their entire fund based outstanding loans/ financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| ICICI BANK LIMITED | 80063337 | 07-12-1992 | 195.20 | |
| ICICI BANK LTD | 80062790 | 12-07-1996 | 2135.00 | |
| ICICI BANK LTD | 80062791 | 20-06-1997 | 2500.00 | |

| Charge Holder Name | Charge Id | Date of charge creation | Amount Rs in lakhs | Reasons |
|--|-----------|-------------------------|--------------------|--|
| ICICI LIMITED | 80062784 | 28-09-1998 | 12000.00 | Consortium banks including Punjab National Bank , have assigned their entire fund based outstanding loans/financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| ICICI LIMITED | 80062787 | 17-12-1999 | 5000.00 | |
| IDBI | 80062785 | 09-04-1999 | 4500.00 | |
| IDBI BANK LTD | 80063343 | 29-04-1988 | 36500.00 | |
| IDBI BANK LTD | 80062792 | 25-05-1991 | 720.72 | |
| IDBI BANK LTD | 80062841 | 21-12-1995 | 17000.00 | |
| IDBI BANK LTD | 80063340 | 26-09-1997 | 3641.00 | |
| IDBI BANK LTD | 80062786 | 16-07-1999 | 1500.00 | |
| IDBI BANK LTD | 80063339 | 14-01-2000 | 1500.00 | |
| INDUSTRIAL DEVELOPMENT BANK OF INDIA | 80011941 | 19-03-1991 | 559.76 | |
| INDUSTRIAL DEVELOPMENT BANK OF INDIA | 80062842 | 29-12-1995 | 23500.00 | |
| INDUSTRIAL DEVELOPMENT BANK OF INDIA | 80062845 | 25-09-1998 | 10000.00 | |
| KARUR VYSYA BANK LTD | 80063341 | 04-01-2001 | 2000.00 | |
| KARUR VYSYA BANK LTD | 80063342 | 02-02-2001 | 1015.74 | |
| PUNJAB NATIONAL BANK | 80002483 | 21-06-1997 | 1350.00 | |
| SICOM LIMITED | 80061035 | 31-03-2003 | 3000.00 | |
| STATE BANK OF INDIA | 10018792 | 08-08-2006 | 1500.00 | Consortium banks including SBI, have assigned their entire fund based outstanding loans/financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |
| THE BANK OF RAJASTHAN LIMITED | 80061033 | 06-05-2002 | 1200.00 | |
| THE KARNATAKA BANK LTD | 80063338 | 19-01-2002 | 1600.00 | |
| UCO BANK | 90124190 | 26-09-2000 | 200.00 | |
| BIOTECHNOLOGY INDUSTRY RESEARCH ASSISTANCE COUNCIL | 10532604 | 20-10-2014 | 285.10 | Consortium banks including UCO Bank, have assigned their entire fund based outstanding loans/ financial assets Assets Care & Reconstruction Enterprise Ltd (ACRE). The Charge satisfaction is pending. |

(xiii) The Group has complied with the number of layers prescribed under clause 87 of Section 2 of the Act read with the companies (restriction on number of layers) Rules 2017.

(xiv) Ratios:

Rs. in Lakhs

| S No | Name of the Ratio | Numerator Value Rs in lakhs | Denominator Value Rs in lakhs | Ratio | | Increase / decrease |
|------|---|-----------------------------------|-------------------------------------|--------------------------|--------------------------|------------------------|
| | | | | Year Ended March 2024 | Year Ended March 2024 | |
| 1 | Current Ratio (Current Assets ÷ Current Liabilities) | 47,803.16 | 133,898.71 | 0.36 | 0.15 | 138.65% |
| 2 | Debt Equity Ratio (Total Debt ÷ Shareholder's Equity) | 1,921.91 | (92,629.25) | (0.02) | (0.97) | (97.87%) |
| 3 | Debt Service Ratio (Profit After Tax, Interest on borrowings, Depreciation & Loss/(Profit) on sale of Fixed Assets ÷ Interest & lease Payments + Principal Repayments) | 231,481.70 | 1,921.91 | 120.44 | (0.80) | (15157.34%) |
| 4 | Return on Equity Ratio (Profit After Tax (PAT) ÷ Avg(Equity + Reserves and Surplus)) | 242,487.14 | (213,852.95) | (1.13) | 0.47 | (339.29%) |
| 5 | Inventory Turnover Ratio (Net Sales ÷ Avg(Total Inventory- loose tools-spares)) | 70,319.66 | 2,692.89 | 26.11 | 100.68 | (74.06%) |
| 6 | Trade Receivables Turnover Ratio (Net Sales ÷ Average Receivables) | 70,319.66 | 39,518.50 | 1.78 | 9.70 | (81.65%) |
| 7 | Trade Payables Turnover Ratio (Net Credit Purchases ÷ Average Trade Payables) | 75,054.63 | 133,140.53 | 0.56 | 4.00 | (85.92%) |
| 8 | Net Capital Turnover Ratio (Net Sales ÷ Working Capital) | 70,319.66 | (86,095.55) | (0.82) | (1.20) | (32.06%) |
| 9 | Net Profit Ratio (Profit After Tax ÷ Net Sales) | 242,487.14 | 70,319.66 | 3.45 | (0.27) | (1379.82%) |
| 10 | Return on Capital Employed (Profit Before Interest & Tax ÷ Capital Employed) | 249,608.84 | (90,707.34) | (2.75) | 9.12 | (130.2%) |
| 11 | Return on Investment (Equity) | NIL | Nil | NA | NA | NA |

Reasons for Variance in Ratios: Reasons for change in the ratios by more than 25% as compared to the preceeding year are increase in - cost of production, interest costs, debt due to non-repayment of loans and the resulting increase in loss.

- (xv) The Group has not undertaken any scheme of arrangements in terms of section 230 to 237 of the Companies Act 2013 during the year.
- (xvi) (A) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (B) 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 company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (xvii) During the year, the Group has not surrendered or disclosed any transaction in the Income tax assessments under the Income Tax Act 1961, which was not recorded in the books of account
- (xviii) The Group is not covered under section 135 of the Companies Act 2013.
- (xix) The Group has not traded or invested in crypto currency or virtual currency during the financial year

47. Balances in the accounts of various parties appearing in these statements are subject to confirmations and reconciliations.

48. The figures of the previous year have been reclassified / regrouped, wherever necessary, to make them comparable with that of Current Year.

'Notes 1 to 48 above form an integral part of the Consolidated Financial Statements

As per our report of even date attached
for **P. Murali & Co**
Chartered Accountants
F R N. 007257S

A. Krishna Rao
Partner
Membership No. 020085

Hyderabad
30th May 2025

For and on behalf of the Board
Uday Shankar Jha
Chairman
DIN: 00056510

Chanda Sreekanth
Company Secretary

K. Rahul Raju
Managing Director
DIN:00015990



If undelivered, please return to
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