



TALCHER FERTILIZERS LIMITED

(A JOINT VENTURE COMPANY PROMOTED BY GAIL, CIL, RCF AND FCIL)

9TH ANNUAL REPORT

(2023-24)

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BOARD OF DIRECTORS

(AS ON SEPTEMBER 24, 2024)



Shri Deepak Gupta
Chairman



Shri V. K. Srivastava
Managing Director



Shri Shyamal Roy
Director (Operations)



Smt. A. Lakshmiprabha
Director (Finance)



Shri G. Seshadri
Nominee Director, RCF



Shri Naresh Arya
Nominee Director, FCIL



Dr. Peeyush Kumar
Nominee Director, CIL

MEMBERS OF THE BOARD

(As on September 24, 2024)

Shri Deepak Gupta : Chairman

Functional Directors:

Shri V. K. Srivastava : Managing Director

Shri Shyamal Roy : Director (Operations)

Smt. A. Lakshmiprabha : Director (Finance)

Non-Executive Directors:

Shri G. Seshadri

Shri Naresh Arya

Dr. Peeyush Kumar

Permanent Invitees:

Shri Satyabrata Mishra : COO (Upstream)

Shri Sunil Pevekar : COO (Downstream)

Company Secretary:

Shri Rahul Kr. Tiwari

MANAGEMENT DURING 2023-24

Shri Debasish Nanda : Chairman (from 22.08.2022 till 16.11.2023)

Shri Deepak Gupta : Chairman (from 17.11.2023)

Functional Directors:

Shri Sachchidanand Yadav : Managing Director (from 11.06.2020 till 30.07.2023)

Shri V. K. Srivastava : Managing Director (from 31.07.2023)

Shri Sanjay Arora : Director (Operations) [from 16.07.2020 till 11.05.2023]

Shri V. K. Srivastava : Director (Operations) (from 12.05.2023 till 30.07.2023)

Shri Shyamal Roy : Director (Operations) (from 15.09.2023)

Smt. A. Lakshmiprabha : Director (Finance) [From 14.06.2022]

Non-Executive Directors:

Shri Ashu Shinghal : Nominee Director [from 02.07.2021 till 11.05.2023]

Shri Deepak Gupta : Nominee Director (from 12.05.2023 till 16.11.2023)

Shri P. P. Patil : Nominee Director [from 04.11.2022]

Shri G. Seshadri : Nominee Director [from 17.12.2022]

Dr. A. K. Samantaray : Nominee Director (from 06.12.2023)

Chief Financial Officer:

Smt A. Lakshmiprabha : Chief Financial Officer [from 14.06.2022]

Company Secretary:

Shri M. Viswanathan : (From 10.04.2021)

Registered Office:

Plot No. 2/H, Kalpana Area,
BJB Nagar, Khurda,
Khorda, Bhubaneswar,
Odisha – 751014

Factory Address:

Administrative Building,
Talcher Fertilizers Limited,
P.O. Vikrampur,
Talcher, Angul – 759106

Statutory Auditors:

M/s. Pratyush & Associates
Anjaneya, A/152, Saheed Nagar, Bhubaneswar, Odisha – 751 007, India
Email: capratyush@gmail.com

Secretarial Auditors:

M/s. Arun Kumar Maitra & Co.
6/1, Merlin park, Kolkata: 700019
Email: akmaitra83@gmail.com

Registrar and Share Transfer Agent:

M/s. NSDL Database Management Limited
4th Floor, Trade World, A Wing,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai-400013

Bankers

State Bank of India, New Delhi

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given to the members of M/s. Talcher Fertilizers Limited (“TFL”/ “Company”) that the Ninth Annual General Meeting of the Company will be held on **Monday, September 30, 2024 at 02:00 P.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses at a shorter notice:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of the Board of Directors, Statutory Auditor and comments of the Comptroller & Auditor General of India, in terms of Section 143 (6) of the Companies Act, 2013 thereon and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, Board’s Report, Independent Auditors’ Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Shri G Seshadri (DIN 09802970) who retires by rotation under Section 152(6) of Companies Act, 2013 and clause 112 of Articles of Association of the Company and being eligible, offers himself for reappointment.

“RESOLVED THAT Shri G Seshadri (DIN 09802970), who offered himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

3. To fix the remuneration of Statutory Auditors for the Financial Year 2024-25 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members be and is hereby accorded to the Board of Directors to fix the remuneration, as may be reasonable and expedient, of the Statutory Auditors appointed by the Comptroller and Auditor General of India for conducting the Audit of the accounts of the Company for the Financial Year 2024-25.”

SPECIAL BUSINESS:

Item No. – 4:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, Shri Naresh Arya, (DIN 10627329) who was appointed by

the Board of Directors as an Additional Director to function as a nominee Director of the Company with effect from 22nd May 2024 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of Companies Act, 2013, be and is hereby appointed as a Part-time Director of the Company w.e.f May 22, 2024. He shall be liable to retire by rotation.”

Item No. – 5:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, Dr. Peeyush Kumar (DIN 07201444) who was appointed by the Board of Directors as an Additional Director to function as a nominee Director of the Company from September 04, 2024 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of Companies Act, 2013, be and is hereby appointed as a Part-time Director of the Company w.e.f September 04, 2024. He shall be liable to retire by rotation.”

By order of the Board of Directors
For **Talcher Fertilizers Limited**

Sd/-
(Rahul Kr. Tiwari)
Company Secretary
ACS - 40333

Date: 24.09.2024
Place: Talcher, Odisha

Registered Office:
Plot 2/H, Kalpana Area,
BJB Nagar, Khurda,
Bhubaneswar – 751014

Copy, pursuant to Section 101 (3) of the Act:

- 1. All Shareholders**
- 2. All Directors**
- 3. M/s. Pratyush & Associates, Chartered Accountants (Statutory Auditor)**
- 4. M/s. Arun Kumar Maitra & Co., Company Secretaries (Secretarial Auditor)**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’ or ‘Meeting’) is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 (“MCA Circulars”) have permitted the holding of the AGM of a Company through Video Conferencing (VC)/ Other Audio Video Means (OAVM) which does not require physical presence of members at a common venue.

In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

Pursuant to Section 101 of the Act, the consent of the members to hold the AGM at a shorter notice is being obtained by the Company.

The deemed venue for the AGM shall be Administrative Building, Talcher Fertilizers Limited, Talcher, P.O. Vikrampur, Distt. – Angul (Odisha) - 759106

Since, the Company is conducting AGM through VC /OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and therefore, Proxy Form is not forming part of the Notice. Further, Attendance slip and Route Map of the Venue is also not forming part of the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through show of hands.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. All documents referred to in the Notice calling the AGM and the Explanatory Statement including statutory registers are available for inspection through e-mode and shall be furnished through e-mail at the registered email address of the Shareholder, for inspection, as per specific request received at comsecy@tflonline.co.in
5. Pursuant to the provisions of Section 107 of the Companies Act, 2013 a resolution put to the vote of the meeting shall, unless a poll is demanded under Section 109 of Companies Act, 2013, be decided on show of hands. Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company and the members shall convey their assent or dissent only by sending emails to comsecy@tflonline.co.in

6. The Notice calling the AGM has been uploaded on the website of the Company at <http://tflonline.co.in/>.
7. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, is given under “Brief profile of Directors” in Annual Report 2023-24.

PROCEDURE FOR JOINING THE AGM THROUGH VC:

1. The Company is providing VC/OAVM facility to its Members for participating at the AGM.
2. Members will be able to attend the AGM through VC at the link which will be separately shared via email one day prior to the meeting.
3. Facility of joining the AGM through VC will be kept open 15 minutes before the time scheduled to start the meeting and will not be closed till the expiry of 15 minutes after such scheduled time.
4. For any help or assistance with regard to participation in the meeting, kindly contact the Company Secretary of the Company through email id – comsecy@tflonline.co.in
5. Members are encouraged to join the meeting through laptops for better experience and allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

**EXPANATORY STATEMENTS PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.4:

The Board of Directors in its 99th Meeting held on May 22, 2024 had appointed Shri Naresh Arya [DIN: 10627329], as an Additional Director to function as part time Director in the Company and passed the following resolutions.

“RESOLVED THAT pursuant to Article 112 of Articles of Association of the Company, Section 161 (1) of the Companies Act 2013 and in terms of letter from OSD, FCIL, Board hereby ‘takes on record’ appointment of Shri Naresh Arya (DIN 10627329) as an Additional Director to function as part-time Director from the date of the approval of the Board.

FURTHER RESOLVED THAT Company Secretary be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to this resolution.

The Company has received the requisite documents from Shri Naresh Arya including (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and that he is not debarred by any other authority from being appointed or continuing as a Director of a company. The approval of members is sought for the appointment of Shri Naresh Arya as Part-time Director of the Company from May 22, 2024.

Shri Naresh Arya is an Indian Cost Accounts Service Officer. Shri Arya is a Chartered Accountant and M.A. in Economics and is presently working as Director in Fertilizer Industry Coordination Committee (FICC) in the Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. He has also worked in the commercial wing of Comptroller & Auditor General of India (C&AG), Department of Expenditure, National Pharmaceutical Pricing Authority, Department of Personnel and Training and Department of Commerce. He possesses wide experience in Government accounts and finance, costing, trade remedy laws, audit, establishment etc. Presently, he is Director (Finance) in Hindustan Fertilizer Corporation Ltd. (HFCL), Director (Finance) in The Fertilizer Corporation of India Ltd. (FCIL), Non-Executive Director on the Board of Ramagundam Fertilizers and Chemicals Ltd. (RFCL) and Director in Hindustan Urvarak & Rasayan Ltd. (HURL).

No Director, Key managerial personnel or their relatives, except Shri Naresh Arya to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item No. 4 for the approval of the members.”

Item No. 5:

The Board of Directors in its 101st Meeting held on September 04, 2024 had appointed Dr. Peeyush Kumar (DIN 07201444), as an Additional Director to function as Part-time Director of the Company and passed the following resolutions.

“RESOLVED THAT pursuant to Article 112 of Articles of Association of the Company and Section 161(1) of the Companies Act, 2013 and in terms of letter received from CS, CIL, Board hereby ‘takes on record’ appointment of Dr. Peeyush Kumar (DIN 07201444) as an Additional Director to function as Part-Time Director w.e.f September 04, 2024.

FURTHER RESOLVED THAT Managing Director and/or the Company Secretary of the Company be and is hereby severally authorized to do all the such acts, deeds and things which are necessary to give effect to this Resolution.”

The Company has received the requisite documents from Dr. Peeyush Kumar including (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and that he is not debarred by any other authority from being appointed or continuing as a Director of a company. The approval of members is sought for the appointment of Dr. Peeyush Kumar as a Part-time Director of the Company from September 04, 2024.

Dr. Peeyush Kumar is a Graduate in Mining Engineering and PhD holder in Management Studies from IIT ISM Dhanbad. He has over 31 years of experience in Mine operations, Corporate Planning and Management, Project Appraisal and Monitoring, Clean Coal Technologies, Mine Safety, Strategic Planning and Policy formulation. He worked as Director Technical (2013-2019) and OSD, CCT (2020-2023) in Ministry of Coal and was Government nominee Director in the Board of several PSUs such as MECL, SCCL, CMPDI, BCCL. At present, Dr. Kumar is Managing Director of Bharat Coal Gasification and Chemicals Limited (a JV of CIL and BHEL) and General Manager, Business Development, Coal India Limited.

Dr. Kumar has authored/co-authored various policy papers such as UCG policy, Reject Policy, Star Rating Policy for Coal Sector, National Mission for 100 MT Coal Gasification by 2030, Technology Roadmap for coal sector, Roadmap for Coal to Hydrogen etc. He has represented India in various Joint Working Group with Japan, Australia, Indonesia, Russia, USA, EU etc.

Dr. Kumar is recipient of Sir John Dunn Medal from MGMI, The IME Journal Golden Jubilee Award for Coal Mining and Prof Ajoy K Ghose Memorial Diamond Jubilee Award from IME Journal in recognition to Coal Gasification Initiatives and Innovation in Coal Mining.

Dr. Kumar has published three papers in Scopus Indexed Journals and presented many papers in International/ National conferences including World Mining Congress 2018 at Kazakhstan and 2023 at Australia. He was a Member of the Executive Committee of Indian National Committee World Mining Congress (INC WMC) and also served as Treasurer of the Society. At present Dr. Kumar is officiating as Council Member of MGMI for 2022-25.

No Director, Key managerial personnel or their relatives, except Dr. Kumar to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item No. 5 for the approval of the members."

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM
PURSUANT TO SECRETARIAL STANDARD 2 ON GENERAL MEETING**

Name	Shri G. Seshadri
DIN	09802970
Date of Birth & Nationality	12.01.1966 Indian
Date of Appointment	17.12.2022
Qualification	Bachelor of Production Engineering from Rajarambapu Institute of Technology (RIT), Sangli.
Directorship held in other companies	NIL
No. of Shares held	01

Brief Profiles of Directors

- 1. Shri Deepak Gupta (DIN 09503339):** Shri Deepak Gupta is a Mechanical Engineer, a DCE alumnus, with more than 33 years of rich and diverse experience in Oil and Gas Sector encompassing Project Management, Construction Management and Business Development functions. He is a certified Project Management Professional (PMP) by the PMI, USA.

He has comprehensive and extensive experience in Project Management of Refinery, Petrochemical and Pipeline Projects from concept to commissioning and has led the execution of several successful Projects in India and abroad on all modes of Project implementation.

Presently, as Director (Projects) in GAIL, he is responsible for operation & maintenance of NG & LPG pipeline network, Gas Processing Units, Compressor & Booster stations, Implementation of pipeline projects along with the SCADA and Telecommunication Network and the Contracts & Purchase functions. In addition to Chairman, TFL, Shri Gupta, is concurrently on the Board of Directors of some Joint Venture Companies of GAIL, which includes Green Gas Limited (GGL) as Chairman, ONGC Petro-additions Limited (OPaL) as Director and South-East Asia Gas Pipeline Company Limited (SEAGP) as Director.

Prior to GAIL, as ED (Projects), Engineers India Limited, he was leading the implementation of the multi-billion dollar 650 KBPSD Dangote Refinery and Petrochemical Project in Nigeria, the implementation of one of the largest Polymer facilities for HMEL at Bhatinda besides several other refinery & Petrochemical projects in India and Overseas.

Shri Gupta has authored several papers and books sharing his experiences and ideas for fast tracking Project execution. Several key innovations and initiatives proposed by him are now a part of the best execution practices and strategies. His special interests include project implementation innovations, strategy formulation, business growth initiatives, system improvement and digitalisation - for fast-track project execution and asset integrity management.

- 2. Shri Vivek Srivastava (DIN 10131772):** Shri Vivek Srivastava is Chemical Engineer from Institute of Technology-Banaras Hindu University, Varanasi (Now known as IIT-BHU). He is also a qualified Safety professional (Advanced diploma in industrial safety) and Certified “Energy Auditor” by Bureau of Energy Efficiency (BEE). He is a qualified “Internal Auditor” for ISO 9001: 2015, 14001: 2015, ISO 45001:2018 & ISO 50001:2018.

He joined Rashtriya Chemicals and Fertilizers Limited in December 1991 as Management Trainee and rose to the post of General Manager in April-2023. In his long career spanning more than 30 years, he has worked in various capacities in Urea, Heavy Water Plant, Fire & Safety and NPK project.

His areas of expertise include Large continuous chemical plant operations, Production planning, Raw material acquisition, Project activities, Energy Management, implementation of ISO standards, Co-ordinating with regulatory

Authorities & external agencies, Process Safety Management, Safety Audits, Safety training and HAZOP. He does not hold any other Directorship. He does not hold any share in TFL.

- 3. Sri. Shyamal Roy (DIN 10304405):** Shri. Shyamal Roy has been appointed as Director (Operations) of TFL with effect from 15th September 2023. He is a Chemical Engineer from Jadavpur University, Kolkata as also Certified “Energy Manager” (EA 33662) by Bureau of Energy Efficiency. He has also done Master in Business Administration in Operation Research from IGNOU, New Delhi and a qualified Internal Auditor for ISO 9001: 2015, 14001: 2015, ISO 45001. Before taking over the charge of Director (Operations), TFL, he was working as Chief Operations Officer (Upstream) of TFL looking after the construction of Coal Gasification Unit, Steam Generation Unit and Water Packages (RWTP/ DM & CPU/ ETP STP alongwith ZLD).

Earlier, he was working with GAIL (INDIA) Limited, Pata Plant located at Auraiya (UP), A Mega Petrochemical Complex having Polymer Production Capacity of 810 KTA and Liquid Hydrocarbon (LPG/ Propane/ Pentane/ Naphtha/ PFO/ BRP/ Propylene etc.) Production Capacity of 250 KTA.

He has more than 28 years of experience in Mega Petrochemical Plant operations particularly in Gas Cracker Unit, Technical Services Deptt., Integrated Offsite Plant & having wide exposure of carrying out mega turnaround of entire Petrochemical Complex.

Besides that, he had also worked in critical position in Production planning, strategic Marketing in Polymer Grade Change Over in close coordination with marketing company for profit maximization, Raw material (Natural Gas) acquisition, Bio- diversification in plant & township and Energy Conservation.

He also acted as bridge between Marketing Services Group (MSG), Pata and Oil Marketing Company (OMC, viz. IOCL/ HPCL/ BPCL) for distribution of Liquid Hydrocarbons (LPG & Propane).

He coordinated the Process of Safety Management, safety Audits, Documenting Standards Operating Procedures (inhouse & with Process Licensor), Safety Training, Digitization and HAZOP. He is also associated in Bathymetric Survey of Six nos. of Raw Water Reservoirs having total Capacity of 7 Lakhs M3 for assessing silt deposition on real time basis and subsequent mechanical dredging for preparing site to install floating Solar Panel, an Initiative to net zero emission.

He had successfully undertaken various initiatives under the caption of ‘Waste to Wealth’ by recovering & selling Slop Oil (a revenue earning) earlier that was eventually converted into Oily Sludge as Hazardous Waste being disposed to TSDF involving the substantial revenue expenditure.

His combined effort with his team made the ETP/WWTP Plant a sustainable future of Mother Earth by reducing the VOC/ BOD/ COD level far below the stipulated limit of CPCB/ UPPCB/ MoEF&CC. He does not hold any other Directorship. He does not hold any share in TFL.

- 4. Smt. Ambati Lakshmi Prabha [DIN - 09637525]:** Smt. Ambati Lakshmi Prabha nominated as Director (Finance), Talcher Fertilizers Limited (TFL) since 4th June 2022. She has diverse experience of 23 years of which 12 years is in Coal Industry; 5 years in Implementation of First of its kind Coal Gasification based Ammonia Urea Plant in India. During the course of Project implementation established fully functional Finance Department at Talcher Site, Odisha. She is associated with TFL from October 2018 and played active role in achievement of the Financial closure of Rs 9559.59 crores for TFL Project with Consortium of Nine Banks including execution of Loan Facility Agreement in June 2021. She was also Member of Working Committee for suitable pricing model for marketing of Methanol.

She joined Coal India Limited in 2006 as Finance Officer at Cost and Budget Division of Bharat Coking Coal Limited, Dhanbad. Later in 2008 she joined International Coal Ventures Limited (ICVL), a joint venture of CIL, SAIL & NTPC at Delhi where she worked in the field of acquisitions of coal mines overseas. She completed her post-graduation, Master of Business Administration (Finance) from prestigious Jawaharlal Nehru Technological University, Hyderabad in 2000. She obtained Professional Diploma in Contract Management. She is not holding any shares in Talcher Fertilizers Ltd and does not hold any other Directorship.

- 5. Shri Seshadri Gopalan (DIN 09802970):** Shri Seshadri Gopalan has done Bachelor's degree in Production Engineering from Rajarambapu Institute of Technology (RIT), Sangli. He is Certificate holder in "Project Management and Project Risk Management" awarded by International institute on Programme and Project Management (I2P2M). Shri Seshadri joined RCF in April 1990 as Management Trainee. Currently he is working as General Manager (Corporate Projects & Administration) at Rashtriya Chemicals and Fertilizers Limited. In his long career spanning more than 32 years, he has worked in various capacities in the field of Projects Planning & Development, Plant operation & Maintenance and Administration etc. He started his career in RCF in Projects and was involved in the execution of various critical projects such as Suphala Rehabilitation, Purge Gas recovery unit, Methanol Revamp, New Suphala Bagging and 2MW Solar Plant at Trombay and Formic Acid, DMAC Project at Thal. He played a critical role in establishing the Technology Demonstration Plant in association with Heavy Water Board, Department of Atomic Energy at Trombay. This Project is of national importance for Heavy Water Board (Dept of Atomic Energy) for recovery of Rare Metal from Wet Process Phosphoric Acid. As head of the maintenance, he implemented various measures such as use of appropriate MoC, ensuring timely availability of critical spares, standardization of belt conveyors, modifications, maintenance practices resulting in reduction in the downtime of the plants and saving in costs. His contribution in the successful completion of the Sewage Treatment Plant requiring liaison with various statutory authorities has been the most noteworthy. For his contribution in the success of the project he was felicitated with "Certificate of Appreciation". He has also been awarded the prestigious "Pearl award for the year 2019 for his excellent achievements. His role in handling the administration during the challenging period of the COVID pandemic and his skills in maintaining good interaction with cross functional departments has been of immense help to the management to function smoothly in this challenging period. He is holding one share in TFL.

6. **Shri Naresh Arya (DIN 10627329)** : Shri Naresh Arya is an Indian Cost Accounts Service Officer. Shri Arya is a Chartered Accountant and M.A. in Economics and is presently working as Director in Fertilizer Industry Coordination Committee (FICC) in the Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. He has also worked in the commercial wing of Comptroller & Auditor General of India (C&AG), Department of Expenditure, National Pharmaceutical Pricing Authority, Department of Personnel and Training and Department of Commerce. He possesses wide experience in Government accounts and finance, costing, trade remedy laws, audit, establishment etc. Presently, he is Director (Finance) in Hindustan Fertilizer Corporation Ltd. (HFCL), Director (Finance) in The Fertilizer Corporation of India Ltd. (FCIL), Non-Executive Director on the Board of Ramagundam Fertilizers and Chemicals Ltd. (RFCL) and Director in Hindustan Urvarak & Rasayan Ltd. (HURL).
7. **Dr. Peeyush Kumar - (DIN 07201444)** : Dr. Peeyush Kumar is a Graduate in Mining Engineering and PhD holder in Management Studies from IIT ISM Dhanbad. He has over 31 years of experience in Mine operations, Corporate Planning and Management, Project Appraisal and Monitoring, Clean Coal Technologies, Mine Safety, Strategic Planning and Policy formulation. He worked as Director Technical (2013-2019) and OSD, CCT (2020-2023) in Ministry of Coal and was Government nominee Director in the Board of several PSUs such as MECL, SCCL, CMPDI, BCCL. At present, Dr. Kumar is Managing Director of Bharat Coal Gasification and Chemicals Limited (a JV of CIL and BHEL) and General Manager, Business Development, Coal India Limited.

Dr. Kumar has authored/co-authored various policy papers such as UCG policy, Reject Policy, Star Rating Policy for Coal Sector, National Mission for 100 MT Coal Gasification by 2030, Technology Roadmap for coal sector, Roadmap for Coal to Hydrogen etc. He has represented India in various Joint Working Group with Japan, Australia, Indonesia, Russia, USA, EU etc.

Dr. Kumar is recipient of Sir John Dunn Medal from MGMI, The IME Journal Golden Jubilee Award for Coal Mining and Prof Ajoy K Ghose Memorial Diamond Jubilee Award from IME Journal in recognition to Coal Gasification Initiatives and Innovation in Coal Mining.

Dr. Kumar has published three papers in Scopus Indexed Journals and presented many papers in International/ National conferences including World Mining Congress 2018 at Kazakhstan and 2023 at Australia. He was a Member of the Executive Committee of Indian National Committee World Mining Congress (INC WMC) and also served as Treasurer of the Society. At present Dr. Kumar is officiating as Council Member of MGMI for 2022-25.

DIRECTOR'S REPORT

To
The Members,
Talcher Fertilizers Limited (TFL)

On behalf of the Board of Directors, I have great pleasure in presenting to you, the 9th Annual Report of Talcher Fertilizers Limited (TFL) and Audited Accounts for the year ended 31st March, 2024 together with the reports of Statutory Auditors and Comptroller and Auditor General of India thereon.

PROJECT DETAILS:

Talcher Fertilizers Limited, a Joint Venture Company (JVC) promoted by GAIL, CIL, RCF and FCIL was incorporated on 13th November 2015 to revive FCIL's Talcher fertilizer unit in Angul district of Odisha. RCF, CIL, GAIL each hold 31.85% equity shares and FCIL holds 4.45% equity shares. The company plans to produce approx. 1.27 MMTPA of urea using coal as feedstock. The plant shall employ coal gasification technology for production of urea with an estimated cost of INR 17,080.69 crores. M/s PDIL is the Project Management Consultant (PMC) for this project. The project broadly consists of Coal Gasification Unit, Ammonia Plant with design capacity of 2200 MTD and Urea Plant with design capacity of 3850 MTPD along with associated facilities. The project will have an output of 1.27 MMTPA of 'Neem' coated prilled urea using coal as feedstock.

The Project is being financed through equity from shareholders and debt from financial institutions in Debt: Equity ratio of nearly 60:40. The unit will utilize about 2.5 to 3.0 MMTPA coal from Talcher Mines. There is also a provision of blending up to 25% Pet-coke to handle high ash content in coal.

Long term allocation of Coal linkage has been provided by Ministry of Coal in April 2023.

The Company had awarded Coal Gasification Package and Ammonia Urea Package to M/s Wuhuan Engineering Co. Ltd, China on LSTK basis and work at Talcher site is underway. All critical packages have been awarded.

Cabinet Committee on Economic Affairs (CCEA) in its meeting held on the 20th April, 2021 had approved a concession rate/ subsidy for the urea produced through coal gasification route by TFL that will be determined by providing 12% Post Tax IRR on equity. The project has successfully concluded the financial closure of the project in June, 2021 by lining up debt of INR 9560 crores through a consortium of lenders led by SBI based on the already approved Project Report.

TFL has committed approx. Rs 12,376.49 crores for various project activities till 31st March 24.

FINANCIAL PERFORMANCE:

Rs. in Lakhs

Particulars	2023-24	2022-23
Total Income	59.02	588.73
Total Cost before Depreciation and Tax	730.40	777.91
Profit before Depreciation and Tax	(671.38)	(189.18)
Depreciation/Impairment	58.39	60.65
Profit/ (Loss) before tax	(729.77)	(249.83)
Provision for Tax (including deferred Tax liability/ Asset)	4.23	2.69
Net Profit / (loss)	(734.00)	(252.52)

TRANSFER TO RESERVES:

No amount has been transferred to Reserves as the Company is yet to commence its commercial operations.

AUTHORISED SHARE CAPITAL OF THE COMPANY:

The Authorised Equity Share Capital of the Company is Rs.4,200 Crores divided into 4,20,00,00,000 Equity Shares of Rs.10/- each.

SHARE CAPITAL:

The Total Paid Up Share Capital of the Company as on 31st March, 2024 was Rs.**24,16,44,74,780**/- divided into 241,64,47,478 equity shares of Rs.10/- each.

DIVIDEND:

Your Directors did not recommend any dividend on Equity Shares for the year under review as the Company is yet to commence its commercial operations.

DEPOSITS:

During the period under review, your Company did not accept any deposits from the public.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:

In order to finance its construction activities, the company undertook Right Issue of Shares to existing shareholders of the company in April 24. Hence, the subscribed share capital of the company had increased by Rs. 290 crores as per the details given below:

Date of Allotment	No. of Equity Shares allotted	Total Amount of Shares Issued (in ₹)	Remarks
<u>22nd May 2024</u>	28,99,99,398	289,99,93,980	The allotment is done under 'Right Issue' to three Promoter Companies i.e. CIL, GAIL and RCF except FCIL.

Other than the above, no other material changes had occurred as at the end of the financial year to which the balance sheet of the Company relates and the date of this report.

KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel of the Company:

1. Shri Sachchidanand Yadav, Managing Director (From 11.06.2020-31.07.2023 FN);
2. Shri Sanjay Arora, Director (Operations) (From 16.07.2020 till 11.05.2023);
3. Smt. Ambati Lakshmiprabha, Director (Finance) and CFO (From 14.06.2022);
4. Shri Vivek K Srivastava, Director (Operations) (From 12.05.2023 to 31.07.2023(FN)) and Managing Director (from 31.07.2023 (AF));
5. Shri Shyamal Roy, Director (Operations) (From 15.09.2023) and COO (U/S) (From 29.03.2023 to 15.09.2023)
6. Shri M Viswanathan, Company Secretary (From 10.04.2021 to 30.06.2024).
7. Shri Rahul Kumar Tiwari, Company Secretary (From 01.07.2024)

RISK MANAGEMENT:

Your Company had appointed M/S. Deloitte to prepare Enterprise Risk Management (ERM) Policy. They had submitted their draft report which was discussed and recommended by the Audit Committee in 20th Meeting (Adjourned) held on August 13, 2024 to the Board which is due for approval.

FRAUD PREVENTION POLICY AND WHISTLE BLOWER POLICY:

Based on the recommendation of Audit Committee, Board had approved the above policies in 2022-23 and the same are uploaded in company's website for the information of all concerned.

BOARD EVALUATION:

Section 134(3) (p) of Companies Act, 2013 stipulated that the Company to disclose the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual Directors. However, all the Directors of your Company are nominee Directors nominated by respective joint venture partner, hence, the Board evaluation was not applicable to your Company during the year.

DIRECTORS:

The following changes took place in the Board of Directors of the Company during the year:

- (i) Shri Debasish Nanda (DIN 09015566) ceased to be Chairman from 16th November 2023;
- (ii) Shri Deepak Gupta (DIN 09503339) was appointed as nominee Director on 12th May 2023. He took over as Chairman from 17th November 2023;
- (iii) Shri Sachchidanand Yadav (DIN 08758377) was ceased to be the Managing Director w.e.f. 31st July, 2023 (FN);
- (iv) Shri V. K. Srivastava (DIN 10131772) was appointed as a whole time Director to function as Director (Operations) w.e.f. 12th May, 2023. Subsequently, he ceased to be Director (Operations) w.e.f. 31st July, 2023 (FN) and appointed as Managing Director w.e.f. 31st July, 2023 (AN);
- (v) Shri Sanjay Arora (DIN 08787083) ceased to be a whole time Director w.e.f 11th May, 2023;
- (vi) Shri Shyamal Roy (DIN 10304405) was appointed as a whole time Director to function as Director (Operations) w.e.f. 15th September, 2023;
- (vii) Dr. A K Samantaray (DIN 07090691) was appointed as a nominee Director from 06th December, 2023;

The Board placed on record its deep appreciation to the Directors who had ceased to be members of the Board during the year for their valuable contribution made and the guidance/suggestion provided that greatly benefited the company.

AUDITOR:

M/s. Pratyush & Associates, Chartered Accountants, Bhubaneswar were appointed as Statutory Auditor of the Company for the financial year 2023-24 by the office of CAG.

AUDITORS' REPORT:

The Statutory Auditors of the Company had given an unqualified report on the Financial Statements of the Company for the year ended 31st March, 2024 vide their Report dated 13th May 24. As advised by the office of CAG, the Statutory Auditors had modified their Report on 6th June 24 and the same is enclosed as **Annexure-1**.

**SUPPLEMENTARY AUDIT OF FINANCIAL STATEMENTS BY
COMPTROLLER AND AUDITOR GENERAL OF INDIA (C&AG):**

Office of the C&AG on completion of supplementary audit conducted under Section 143 (6) (a) of Companies Act, 2013 have given their Report under Sec143 (6) (b) of Companies Act, 2013 on July 24, 2024 with NIL Comment and therefore do not require any management reply. The C&AG NIL Report is enclosed as **Annexure-2**.

REGISTRAR AND TRANSFER AGENT:

Your Company has appointed NSDL Database Management Limited (NDML) as Registrar and Transfer Agent (RTA). The details of NDML is as under:

NSDL Database Management Limited RTA Division 4th Floor, Trade World A Wing, Kamala Mills Compound Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

PARTICULARS OF EMPLOYEES:

There were no employees in the Company during the period who is in receipt of remuneration in excess of the limits specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MEETINGS:

1. Board Meeting:

During the year, Thirteen (13) meetings were held by the Board of Directors viz. on 12th May, 2023, 19th May, 2023, 15th June 2023, 21st June 2023, 17th July, 2023, 31st July, 2023, 15th September 2023, 4th October, 2023, 13th October, 2023, 9th November 2023, 6th December 2023, 27th December 2023 and 25th January, 2024, respectively. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Shri Debasish Nanda	Chairman	10
2.	Shri Deepak Gupta	Chairman/Nominee Director	12
3.	Shri S N Yadav	Managing Director	6
4.	Shri Vivek Srivastava	Managing Director/Director (Operations)	13
5.	Shri Sanjay Arora	Director (Operations)	1
6.	Smt. A. Lakshmiprabha	Director (Finance)	13
7.	Shri Ashu Shinghal	Nominee Director	0
8.	Shri P. P. Patil	Nominee Director	11
9.	Shri G Seshadri	Nominee Director	12
10.	Shri Shyamal Roy	Director (Operations)	6
11.	Dr. A. K. Samantaray	Nominee Director	2

2. Audit Committee:

TFL Board in its 79th meeting held on 17th December 2022 had reconstituted Audit Committee consisting of Director from GAIL as Chairman, Director (Fin), TFL and Shri P. P. Patil as Members and Company Secretary to function as Secretary to the Committee. Further, TFL Board in its 93rd Board Meeting held on 6th December 23 had reconstituted the Committee consisting of Shri G Seshadri as Chairman, Shri P. P. Patil and Smt. A. Lakshmiprabha as members.

During the year, Six (6) meetings of Audit Committee were held viz. on 7th June 2023, 7th August, 2023, 18th December, 2023, 20th December, 2023, 8th January, 2024, and 15th February, 2024 respectively. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Shri Deepak Gupta	Chairman	2
2.	Shri G. Seshadri	Chairman	4
3.	Shri P. P. Patil	Member	5
4.	Smt A. Lakshmiprabha	Member	6

3. Nomination & Remuneration Committee:

TFL Board in its 79th meeting held on 17th December, 2023 had re-constituted Nomination & Remuneration Committee consisting of Shri G. Seshadri as Chairman, MD and Director (Operations), TFL as Members and Company Secretary to function as Secretary to the Committee. Further in the 93rd Board Meeting held on 6th December 2023, the Committee was reconstituted with Dr. A K Samantaray as Chairman, MD and Director (Operations) as members and Company Secretary to function as Secretary to the Committee.

During the year, five (5) meetings of Nomination & Remuneration Committee were held on 13th April 2023, 5th May, 2023, 12th September, 2023, 29th January, 2024 and 28th February, 2024 respectively. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Shri G. Seshadri	Chairman	3
2.	Dr. A K Samantaray	Chairman	2
3.	Shri S. N. Yadav	Member	2
4.	Shri Sanjay Arora	Member	1
5.	Shri Vivek Srivastava	Member	3
6.	Shri Shyamal Roy	Member	2

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information pertaining to Conservation of energy, technology absorption and foreign exchange earnings and out go required to be disclosed as per Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014, has been given as under:

- Energy Conservation : N.A.
- Technology Absorption : N.A.
- Foreign Exchange outgo : Rs. 496.59 Crores

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of section 134(3) (c) of the Companies Act, 2013, your Directors state that:

- i in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- ii such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024;
- iii proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv the annual accounts have been prepared on a going concern basis;
- v devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL OVER FINANCIAL REPORTING:

Your Company's Internal Financial Control is 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. Your Company's internal financial control over financial reporting includes those policies and procedures that:

- 1 pertains to the maintenance of records, in reasonable detail, which 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.

PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED: NIL

RELATED PARTY TRANSACTIONS:

All contracts/arrangement/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

- a. Cost of Salary and travelling exp. etc. of employees /advisors:

Rs. in lakhs			
Sr. No.	Name of related party	Year ended 31.03.2024	Year ended 31.03.2023
1	Coal India Limited	247.48	254.43
2	GAIL India Limited	968.43	1800.06
3	Rashtriya Chemicals and Fertilizers Limited	472.84	725.17

- b. Cost of Rent and electricity for office space

Rs. in lakhs			
Sr. No.	Name of related party	Year ended 31.03.2024	Year ended 31.03.2023
1	GAIL India Limited	66.30	136.19
2	Rashtriya Chemicals and Fertilizers Limited	2.18	1.70

- C. Other Expenses

Rs. in lakhs			
Sr. No.	Name of related party	Year ended 31.03.2024	Year ended 31.03.2023
1	Coal India Limited	0.11	0
2	Rashtriya Chemicals and Fertilizers Limited	10.24	0

SECRETARIAL AUDIT:

In pursuance to Section 204 of Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s. Arun Kumar Maitra & Co., Practicing Company Secretaries, Kolkata (C.P. No. 14490) to undertake Secretarial Audit of the Company for the year 2023-24.

The Secretarial Auditor had conducted the Secretarial Audit for the year 2023-24 and submitted their report which is enclosed as **Annexure-3. The Secretarial Auditor** had given a clean report without any adverse remarks/comments.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

During the year, no complaint of Sexual Harassment of Women at Workplace was received by your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Confirmation to this effect was sent to District Collector, Angul. The Company has constituted an internal Committee for prevention of Sexual Harassment of Women at Workplace.

SECRETARIAL STANDARDS:

During the year 2023-24, your Company had complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the Regulators/Courts/Tribunals that would impact the going concern status of the Company and its future operations.

ANNUAL RETURN FOR THE YEAR 2023-24:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2024 is available on the website of the Company (https://tflonline.co.in/public/website/pdf/Form_MGT_7%202023%20-24.pdf)

CORPORATE GOVERNANCE REPORT:

Your company had complied with the conditions of Corporate Governance, as stipulated in the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises, Government of India. A Certificate for compliance of conditions of Corporate Governance has been obtained from a practising Company Secretary is enclosed as **Annexure - 4**.

DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, neither any application was made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

**DETAILS OF THE CORPORATE SOCIAL RESPONSIBILITY INITIATIVES
TAKEN DURING THE YEAR:**

Corporate Social Responsibility (CSR) provisions were not applicable to the company during the year under review and accordingly neither CSR Committee was constituted nor any expenses were incurred on CSR.

ACKNOWLEDGEMENT:

The Board of Directors of your Company wishes to place on record their deep appreciation of the sincere efforts put in by the employees of the Company during the year under review. Your Directors also gratefully acknowledge the co-operation, support and guidance received from Ministry of Fertilizers and Promoter Companies. Your Directors also acknowledge with thanks the assistance and guidance received from Statutory Auditors, the Comptroller and Auditor General of India and Secretarial Auditor.

For and on behalf of the Board of Directors

**Sd/-
(Deepak Gupta)
Chairman
DIN: 09503339**

Date: 25.09.2024

Place: Delhi



Mob. : 9437014687, 9040034687
E-mail : capratyush@gmail.com

Pratyush & Associates
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To The Members of,

TALCHER FERTILIZERS LIMITED.

On the basis of audit queries on Independent Auditors Report, made by Comptroller and Auditor General of India, the revised report has been prepared in lieu of the earlier report dtd.13.05.2024 to comply with the queries issued by Comptroller and Auditor General of India.

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of TALCHER FERTILIZERS LIMITED (hereinafter referred to as "the Company") which comprise the Standalone Balance Sheet as at 31 March 2024, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended and notes to the financial statements including a summary of the material accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

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 ("IND-AS") prescribed under section 133



of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the Standalone 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 thereunder, 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 audit opinion on the standalone financial statements.

Emphasis of Matter

During the year under audit the company has earmarked Rs.427.02 crore (i.e. 2.5% of revised project capital cost of Rs.17,080.69 crore) and added the same with current year CWIP(capital work in progress), towards Enterprise Social Commitments, as per

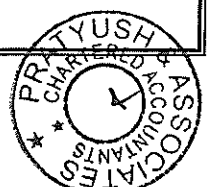


terms of Environment clearance for the company by Ministry of Environment, Forest and Climate change, pending public hearing issues and approved item wise time bound action plan(Refer Note No.24.4 of Additional information to Standalone Financial Statements).

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. Summary of the same is mentioned here under:

Sl. No.	Key Audit Matter	Response to Key Audit Matter
1.	<p>Revenue recognition</p> <p>Interest on Fixed deposits made out of equity fund is shown under Revenue Income amounting to Rs.20.64 lakh and Fixed deposit made out of borrowed capital is netted off against the EDC(Expenditure</p>	<p>Principal Audit Procedures</p> <p>The following principal audit procedures have been performed by us in relation to revenue recognition:</p> <p>a) We have reviewed the Company's Accounting policies for Revenue</p>



<p>during construction) amounting to Rs.612.95 lakh.</p>	<p>Recognition (Refer point No. 2.3.2 of the Standalone Financial Statements).</p> <p>b) Fixed deposits made out of Equity fund and borrowed capital have been separately reviewed to determine the nature of income i.e. revenue receipt & capital receipts.</p>
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<p>2.</p>	<p>Estimation of Provision & Contingent Liabilities</p> <p>Litigations and claims may arise from direct and indirect tax proceedings. Resolution of litigations and claims proceedings may span over years beyond 31 March 2024.</p> <p>The determination of a provision or Contingent Liability requires significant judgment by the Company because of the inherent complexity in estimating future liabilities.</p> <p>(a) The Company has reported Contingent liabilities relating to GST (i.e. ITC mismatch Rs.190.97 crore and excess ITC claim of Rs.49.04 crore) amounting to Rs.240.01 Crore case, related to which, is pending before Additional State Tax Officer, CT &</p>	<p>Principal Audit Procedures</p> <p>Our audit process involved understanding of identification process relating to litigations, claims and contingent liabilities.</p> <p>We have evaluated the design and testing the operating effectiveness of controls in respect of process.</p> <p>We have evaluated management's assessment of the likely outcome and potential exposures arising from significant contingencies subject to ongoing cases and appeal proceedings and considered the requirements for any provision as per the best estimate of the possible expenditure.</p> <p>In respect of significant claims, we checked the amount of claim, nature of issues involved, management</p>
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GST Circle, Bhubaneswar-I, Odisha
(Refer Note: 24 to standalone financial statement).

(b) Disputed TDS amounts to Rs.18.58 lakh, relating to Interest on delay on deposit or TDS for one day U/Sec-194C & 195. The same is pending before the CIT(A), Bhubaneswar.

(c) Disputed claim of Sukhmaya Nayak regarding his employment matters pending before The High Court of Orissa, Cuttack, on 17-10-2023, demanding Rs. 5.55 lakh , for which the final order is pending till date.

(d) Disputed claim of Khirod Kumar Naik, a contractor pending before The High Court of Orissa, Cuttack, in 2021 demanding Rs. 10.00 lakh, for which the final order is pending till date.

submissions and corroborated the same with external evidence, where available.

The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims over time as new facts emerge as each legal case progresses and positions taken by the Company. There is an inherent complexity in estimations of magnitude of potential exposures. Significant judgment is required to estimate the likelihood, amount of cash outflows, timing based on interpretations of the legal aspects, opinions, demand notices, relevant judgments etc.

3. **Capital Work in Progress & EDC**

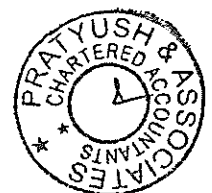
The company has opening balance of capital work in progress amounting to ` Rs.2,523.83 crore. During the year, the Company has made a gross addition of Rs.2,589.58 crores in CWIP including expenditure during construction .

Total CWIP as on 31 March, 2024 stands at Rs.5,113.41 crores.

Refer **Note No.4** of attached Balance Sheet as on 31.03.2024.

Principal Audit Procedures

- a) Our audit process includes a review of the progress of the projects and the intention and ability of the management to carry forward and bring the asset to its state of intended use.
- b) We understood and evaluated the design and tested operating effectiveness of management's internal financial control in relation to approval of expenditure and capitalization of appropriate costs. We were able to place reliance on these controls for the purpose of our audit.
- c) In respect of internal costs allocated to the plant, test checked the identification and allocation of costs directly attributable to the construction of plant.



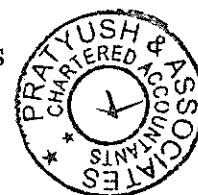
Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The company's management and Board of Directors are responsible for the preparation of other information. The other information comprises the Management Discussion and Analysis, Director's Report including annexures to Director's Report, Corporate Governance, Performance at a Glance and Chairman's Statement included in the annual report of the company, but does not include the Standalone Financial Statements and our auditor's report thereon.

Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

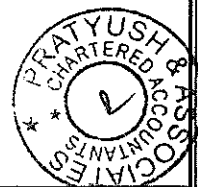
In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of audit, or otherwise appears to be materially misstated. On reading 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 and take necessary actions as



per applicable laws and regulations.

The Company's management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the IND AS prescribed under Section 133 of the Act read with relevant rules issued thereunder. 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 judgements 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going



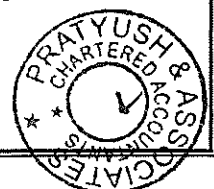
concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

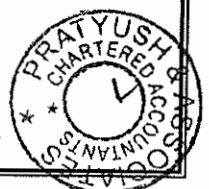
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we



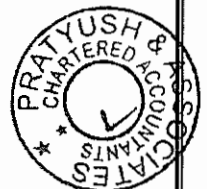
conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

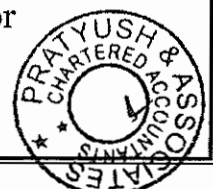
From the matters communicated with those charged with governance, we



determine those matters that were of most significance in the audit of the Standalone Financial Statements 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.

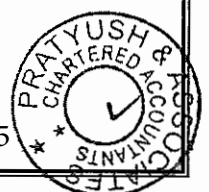
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143(5) of the Act, we have considered the direction and sub-directions issued by the Comptroller & Auditor General of India. We give our report in the attached "**Annexure B**".
3. 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.

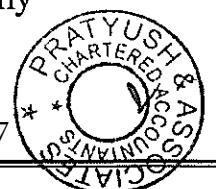
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss, the standalone statement of Cash Flows and the Standalone Statement 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 IND AS specified under Section 133 of the Act read with relevant rule issued thereunder;
- (e) As per declaration of management none of the Director of the Company is disqualified under Section 164(2) of the Companies Act 2013.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure C”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;



- (g) Reporting under section 197(16) of the Act regarding remuneration to director: The Functional Directors of the company are the employees of the promoter companies viz. CIL, GAIL and RCF. All the three companies are public sector companies and their pay is regulated as per the Public Sector Pay fixed by the GoI and subsequently approved by the concerned Ministries of GoI on the ability to pay based on their Board's recommendation. However, the amount paid to TFL Directors by the promoter companies is being reimbursed by the company subsequently. Their payment is within the limits fixed under Section 197 of the Companies Act 2013;
- (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, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 24 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. Cause relating to Investor Education and Protection Fund by the

Company is not applicable for the company.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, 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 by or on behalf of the company (“Ultimate Beneficiaries”)
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, 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

(c) Based on the audit procedures 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), as provided under (a) and (b) above, contain any material mis-statement.

(d) **Audit Trail:** reporting under Rule 11(g): The company has used Tally-Prime(Edit Log) software to maintain its books of account in respect of financial years commencing on or after 01.04.2023.

It has the feature of “Edit log” facility in it and it has been operated throughout the year for all the transactions. As per our sample verification, the same feature has not been tampered and the same is being preserved by the company.

For Pratyush & Associates

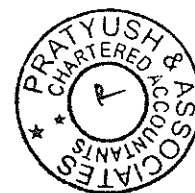
Chartered Accountants

P. R. Mohanti 06/08/24

P.R. Mohanti, FCA, DISA, IFRS, FAFP(ICAI),

Partner

UDIN:24057557BKFOLB6830



**'ANNEXURE A' to Independent Auditor's Report on the
Standalone Financial Statements of TALCHER FERTILIZERS
LIMITED for the year ended 31 March 2024.**

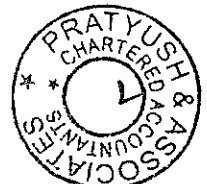
**(Referred to in para 1 under 'Report on Legal and Regularity
Requirements' section of our report of even date)**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we report that:

(a) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment and relevant details of right-of-use assets.;

(B) The Company has a regular program of physical verification of Property, Plant & Equipment and right-of-use assets by which all the assets are verified in a phased manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. Accordingly, the physical verification has been carried out by the management during the year. We are informed that no material discrepancies were noticed on such verification.

(C) As per the revised concession agreement (CA) signed for the land area of 876.135 acres of FCIL(out of which 4.98 acres is Non ROR(Record of



Right) and 0.205 acres of Land awaiting ROR) Talcher land, does not form part of account as the sub-leasing of FCI land to TFL is still pending,

(D) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) and intangible assets during the year.

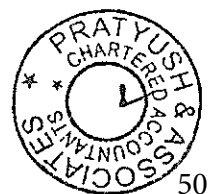
(ii) The clause relating to physical verification of the inventory is not applicable to the company,

(iii) Company has not availed any working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions which are secured on the basis of security of current assets ,

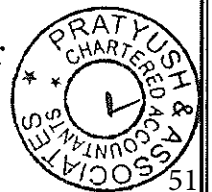
(iv) The company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) The Company has not provided any guarantee or given any security,



- (c) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest;
- (d) No loans and advances in the nature of loans have been granted by the company, accordingly, paragraph 3(iii)(c), (d), (e) and (f) of the Order is not applicable.
- (v) The Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security made.
- (vi) The Company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vii) The clause relating to maintenance of Cost Records by the Company specified by Central Government under Sub Section (1) of section 148 of the Act, is not applicable at this stage for the company.
- (viii) (a) The Company is generally regular in depositing, with the appropriate authorities, undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income tax, duty of customs, duty of excise, value added tax, cess and other statutory dues. Further, no undisputed amounts remain payable in respect of such statutory liabilities as at 31 March 2024 for



a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2024 on account of disputes are given below:

NIL

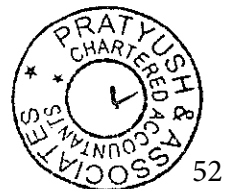
(ix) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(x) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender dues to any Bank or Bonds/Debenture holders as at the Balance Sheet date.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) Term loans were applied for the purpose for which the loans were obtained;

(d) Based on an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.



- (e) Based on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person .
- (ix) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable
- (c) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company been noticed or reported during the year;
- (d) No report has been filed under Sub-section (12) of Section 143 of the Companies Act by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report; and
- (e) According to the information and explanations given to us, there are no whistle blower complaints received during the year;

- (x) The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xi) In our opinion, the Company is in compliance with Section 177 and 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards
- (xii) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xiii) The Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xiv) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.

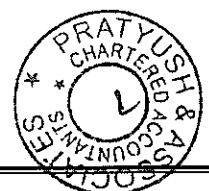
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Accordingly, paragraph 3(xvi) (d) of the Order is not applicable to the Company.

(xv) The Company has not incurred cash losses (being under construction) during the financial year covered by our audit and the immediately preceding financial year.

(xvi) There has been no resignation of the statutory auditors of the Company during the year.

(xvii) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of Balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company.

We further state that our reporting is based on the facts up to the date



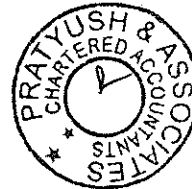
of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xviii) Provisions of sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, related to Corporate Social Responsibility policy does not apply to the company as the commercial production has not started.

For Pratyush & Associates

Chartered Accountants

PR Mohanti
06/06/24



P.R. Mohanti, FCA,DISA,IFRS,FAFP(ICAI)

Partner

**‘ANNEXURE B’ to Independent Auditor’s Report on the Standalone
Financial**

**Statements of TALCHER FERTILIZERS LIMITED for the year ended 31
March 2024**

**(Referred to in para 2 under ‘Report on Legal and Regularity Requirements’ section
of our report of even date)**

COMPLIANCE CERTIFICATE

We have conducted the audit of the accounts of TALCHER FERTILIZERS LIMITED for the year ended 31 March 2024, in accordance with the Directions / Sub-Directions issued by the C&AG of India under Section 143(5) of the Companies Act, 2013 and certify that we have complied with all the directions/sub-directions issued to us.

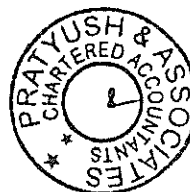
For Pratyush & Associates

Chartered Accountants

P.R. Mohanti
06/06/24

P.R. Mohanti, FCA, DISA, IFRS, FAFP (ICAI)

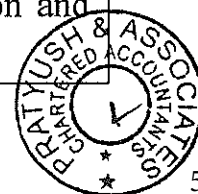
Partner



**AUDIT REPORT OF TALCHER FERTILIZERS LIMITED FOR
THE YEAR 2023-2024 PURSUANT TO DIRECTIONS UNDER
SECTION 143(5) OF THE COMPANIES ACT, 2013**

I. Directions for the year:-

Sl No.	Directions	Auditors Comments
1.	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	<p>Yes, the company has its system in place to process majority of the accounting transactions through IT system (Tally-Prime Edit log) except:</p> <p style="margin-left: 40px;">a. Calculation of depreciation of fixed asset,</p> <p style="margin-left: 40px;">b. Computation of GST liabilities,</p> <p style="margin-left: 40px;">c. Computation of TDS liabilities,</p> <p>However, in our opinion integrity of the accounts is not in jeopardy.</p>
2.	Whether there is any restructuring of an existing	Based on Audit Procedure performed by us and as per the information and



	<p>loan or cases of waiver/write off of debts/loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government Company, then this direction is also applicable for statutory auditor of the lender company).</p>	<p>explanation given to us, there is an enhancement of an existing loan from banks of Rs.9,559.59 crore to Rs.10,268.53 crore because of the increase in project cost, which is approved by the CCEA(Cabinet Committee on Economic Affairs) and JV promoters.</p> <p>However, the same is not due to inability to pay the loan.</p>
<p>3.</p>	<p>Whether funds (grants/subsidy etc.) received/receivable for specific schemes from</p>	<p>This clause does not apply to the Company as the company is in construction phase.</p>



	Central/State Government or its agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation.	
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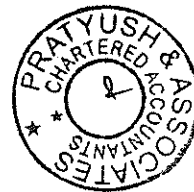
For Pratyush & Associates

Chartered Accountants

P. Mohanti
06/06/24

P.R. Mohanti, FCA, DISA, IFRS, FAFP (ICAI)

Partner



**'ANNEXURE C' to Independent Auditor's Report on the
Standalone Financial Statements of TALCHER FERTILIZERS
LIMITED for the year ended 31 March 2024**

(Referred to in para 3(f) under 'Report on Legal and Regularity Requirements' section of our report of even date)

Report on the Internal Financial Controls 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 TALCHER FERTILIZERS LIMITED (hereinafter referred to as "the Company") as of 31 March 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the



orderly and efficient conduct of its business, including adherence to 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company'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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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

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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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 ICAI.

For Pratyush & Associates

Chartered Accountants

P. Mohanti

P.R. Mohanti, FCA,DISA,IFRS,FAFP(ICAI)



Partner

Bhubaneswar,

Dtd- 06.06.24



महा निदेशक लेखा परीक्षा
(कृषि, खाद्य एवं जल संसाधन), नई दिल्ली
Director General of Audit
(Agriculture, Food & Water Resources), New Delhi



गोपनीय

रिपोर्ट/2-247/डी.जी.ए./सी.ई./ए.एफ.&डब्ल्यू.आर/Acts/TFL/2024-25/ 2081

दिनांक: 24/07/2024

सेवा में,

प्रबंध निदेशक,
तालचेर फ़र्टिलाइज़र्स लिमिटेड,
Administrative building, Talcher,
Post Vikrampur district Angul,
Odisha 759106

विषय: भारत के नियन्त्रक एवं महालेखापरीक्षक द्वारा कम्पनी अधिनियम 2013 के अनुच्छेद 143(6)(b) के अंतर्गत Talcher fertilizers Limited (TFL) के 31 मार्च 2024 को समाप्त वर्ष के वित्तीय खातों पर टिप्पणियाँ ।

महोदय,

इस पत्र के साथ कम्पनी अधिनियम 2013 की धारा 143(6)(b) के अंतर्गत Talcher Fertilizers Limited (TFL) के 31 मार्च 2024 को समाप्त वर्ष के वित्तीय खातों पर शून्य टिप्पणियाँ भेजी जा रही है।

कृपया इस पत्र की पावती भेजने की कृपा करें ।

संलग्न: यथोपरि

भवदीय,

20
24/07/2024

(संदीप लाल)

महानिदेशक लेखापरीक्षा, केन्द्रीय व्यय
(कृषि, खाद्य एवं जल संसाधन)

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF TALCHER FERTILIZERS LIMITED FOR THE YEAR ENDED 31 MARCH 2024

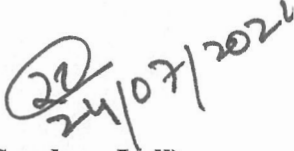
The preparation of financial statements of **Talcher Fertilizers Limited** for the year ended 31 March 2024 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Revised Audit Report dated **6th June 2024** which supersedes their earlier Audit Report dated **13th May 2024**.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of **Talcher Fertilizers Limited** for the year ended 31 March 2024 under section 143(6) (a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report under section 143(6)(b) of the Act.

**For and on the behalf of the
Comptroller & Auditor General of India**

**Place: New Delhi
Date: 24.07.2024**


**(Sandeep Lall)
Director General of Audit, Central Expenditure
(Agriculture, Food & Water Resources)**



ARUN KUMAR MAITRA & CO.
Practicing Company Secretaries
6/1, Merlin Park, Ballygunge Phari
Near PNB, Kolkata-700019
Ph. No.- 8420975192
E-mail:akmaitra83@gmail.com
ICSI Unique CodeP2015WB086500
Peer Review Certificate No. 1504/2021
Dated 24th September,2021
PAN No- ABUFA9914A

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules
2014].

To,
The Members,
Talcher Fertilizers Limited
Plot 2/H,Kalpana Area, BJB Nagar,
Khurda Bhubneswar Khordha,
India, 751014.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Talcher Fertilizers Limited (TFL)(CIN: U24120OR2015PLC019575) (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 Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company (as specified in Annexure-A1, hereinafter referred to as “Books and Papers”) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

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;



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4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable)**
5. The Company being an unlisted public company the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) are not applicable to it:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and rules made thereunder;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”);
 - e. The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, 2009;
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - g. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;
 - h. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

Since the shares of the company have been demated, the Company has appointed NSDL as Depository and NSDL Database Management Ltd as its RTA. Hence, 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 are applicable to it.



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6. The Company has not yet started commercial production. Accordingly, no Specific Laws are applicable to it.
7. We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 as issued by The Institute of Company Secretaries of India.

Management Responsibility:

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 the 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 my opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation 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 procedure 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.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors.

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



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Dated 24th September,2021
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for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decision at the Board Meetings were taken unanimously.

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.

We further report that during the audit period, the Company has not undertaken any event/actions having a major bearing on the Company's affairs in pursuance to the applicable referred laws, regulations, rules, guidelines etc.

For Arun Kumar Maitra & Co.
Practicing Company Secretaries

Sd/-

Arun Kumar Maitra
Partner
ACS: 3010; C.P. No.: 14490
UDIN: **A003010F000213583**
Date:24th April,2024
Place: Kolkata



ARUN KUMAR MAITRA & CO.
Practicing Company Secretaries
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Peer Review Certificate No. 1504/2021
Dated 24th September,2021
PAN No- ABUFA9914A

ANNEXURE-A1

List of Documents

1. Corporate Matters
 - 1.1 Minutes books of the following Meetings were provided:
 - 1.1.1 Board Meeting
 - 1.1.2 General Meeting
 - 1.1.3 Audit Committee
 - 1.1.4 Nomination and Remuneration Committee
 - 1.2 Annual Report (2022-23);
 - 1.3 Agenda papers for Board and Committee Meetings along with Notices;
 - 1.4 Memorandum and Articles of Association;
 - 1.5 Disclosures under the Companies Act, 2013;
 - 1.6 Policies framed under the Companies Act, 2013;
 - 1.7 Forms and returns filed with the ROC;
 - 1.8 Registers maintained under the Companies Act, 2013;
 - 1.9 Disclosures under the Companies Act, 2013.

COMPANY SECRETARIES**CERTIFICATE ON CORPORATE GOVERNANCE****To****The Members****Talcher Fertilizers Limited****Plot 2/H, Kalpana Area,****BJB Nagar, Khurda****Bhubneshwar- 751014****Odisha**

- A.** We have conducted an audit of compliance of corporate governance norms and procedures by the Company being **Talcher Fertilizers Limited (CIN: U24120OR2015PLC019575)**, having its registered office at Plot 2/H, Kalpana Area, BJB Nagar, Khurda, Bhubneswar- 751014, Odisha (hereinafter called "**the Company**") for the Financial Year ended 31st March, 2024.
- B.** That our audit is an independent audit of compliance of corporate governance norms and procedures as maintained by the Company. The compliance of corporate governance norms and procedures is the responsibility of the Company.
- C.** The Company has taken steps for reviewing of compliance of laws. An elaborate system is in place for management of currency as well as interest rate risk relating to foreign loan and steps have been taken in other areas of integration and alignment of risk management with corporate and operational objectives.
- D.** In our opinion and to the best of our understanding, based on the records, documents, registers, and other information furnished to us by the Company's officers during the aforesaid audit and after obtaining management representation, wherever required, we hereby confirm that the Company has complied with the corporate governance norms and procedures during the period under scrutiny, save and except that-
- a.** pursuant to Section 177 of the Act, the Nomination and Remuneration Committee must comprise of all non-executive directors. However, the Committee formed by the Company comprises of three directors out which two directors are executive directors and one is non-executive director. The Chair of the committee is headed by the Non-Executive Director. Hence, the Committee does not comply constitution accordingly.
- E.** We further state that our audit is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, **Anushka Damani & Associates**
Company Secretaries

Place: Kolkata
Date: 09.05.2024

Sd/-
Anushka Damani
Proprietor
ACS No. A63849
CP. No. 23920
UDIN: A063849F000340675

TALCHER FERTILIZERS LIMITED
BALANCE SHEET AS AT 31.03.2024

Rs. in Lakh
As at

	Note No.	31.03.2024	31.03.2023
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipments	3	10498.23	8972.41
(b) Capital Work in Progress	4	511341.35	252383.23
(c) Financial Assets			
(i) Investments	5	0.00	0.00
(ii) Loans	6	0.00	0.00
(iii) Other Financial Assets	7	339.83	93.34
(d) Deferred Tax Assets			
(e) Other non-current assets	8	2276.49	8985.40
Total Non-Current Assets (A)		524455.89	270434.38
Current Assets			
(a) Financial Assets			
(i) Investments	5	0.00	0.00
(ii) Cash & Cash equivalents	10	14598.68	14103.44
(iii) Other Bank Balances	11	270.98	41.62
(iv) Loans	6	0.00	0.00
(v) Other Financial Assets	7	93.34	312.12
(b) Current Tax Assets		146.17	65.19
(c) Other Current Assets	9	73471.44	39681.27
Total Current Assets (B)		88580.61	54203.64
Total Assets (A+B)		613036.50	324638.02

TALCHER FERTILIZERS LIMITED
BALANCE SHEET AS AT 31.03.2024

Rs. in Lakh
As at

	Note No.	31.03.2024	31.03.2023
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	12	241644.75	241644.75
(b) Other Equity	13	-3200.81	-2466.80
Total Equity (A)		238443.94	239177.94
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	270645.00	48993.00
(ii) Other Financial Liabilities	15	0.00	0.00
(b) Provisions	16	42711.61	1.46
(c) Deferred Tax Liabilities		12.01	7.78
(d) Other Non-Current Liabilities	17	0.00	0.00
Total Non-Current Liabilities (B)		313368.62	49002.24
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	0.00	0.00
(ii) Trade payables	18		
Micro, Small & Medium enterprises		9.23	11.32
Other than Micro, Small & Medium enterprises		41.09	67.33
(iii) Other Financial Liabilities	15	58860.43	35879.25
(b) Other Current Liabilities	17	2312.59	499.94
(c) Provisions	16	0.60	0.00
Total Current Liabilities (C)		61223.94	36457.83
Total Equity and Liabilities (A+B+C)		613036.50	324638.02
		0.00	0.00

The Accompanying Notes form an integral part of Financial Statements.

PR Mohanti
For Pratyush and Associates
Chartered Accountants
Firm Registration No. 322996E
CA. Pratyush Ranjan Mohanti
Partner
Membership No. 057557

Dated: 13.05.24
Place: Bhubaneswar



UDIN → 24057557BKFOK26259

Shyamal Roy
(Shyamal Roy)
DIN: 10304405
Director(O)

Ambati Lakshmi Prabha
(Ambati Lakshmi Prabha)
DIN: 09637525
Director(Fin)

Vivek Srivastava
(Vivek Srivastava)
MD-TFL
DIN: 10131772

M Viswanathan
(M Viswanathan)
Company Secretary
FCS 10594

TALCHER FERTILIZERS LIMITED
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31.03.2024

<u>Particulars</u>	Note No.	Rs. in Lakh	
		Year Ended 31.03.2024	Year Ended 31.03.2023
(I) Revenue from Operations	19	0.00	0.00
(II) Other Income	20	59.02	588.73
(III) Total Income (A+B)		59.02	588.73
(IV) EXPENSES			
Depreciation and Amortization Expense	21	58.39	60.65
Employee Benefits Expense	22	343.53	422.35
Other Expenses	23	386.87	339.86
Total Expenses (IV)		788.79	822.86
(V) Profit before exceptional items and Tax (III-IV)		(729.77)	(234.13)
(VI) Exceptional Items			15.70
(VII) Profit before Tax (V-VI)		(729.77)	(249.83)
(VIII) Current Tax		0.00	-
(IX) Deferred Tax		4.23	2.69
(X) Profit for the period/year (VII-VIII-IX)		(734.00)	(252.52)
(XI) Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		0.00	0.00
Less:(ii) Income tax relating to items that will not be reclassified to profit or loss		0.00	0.00
B (i) Items that will be reclassified to profit or loss		0.00	0.00
Less:(ii) Income tax relating to items that will be reclassified to profit or loss		0.00	0.00
Total Other Comprehensive Income		0.00	0.00
Total Comprehensive Income for the period (X+XI)			
(XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(734.00)	(252.52)
(XIII) Earning per equity share			
(1) Basic		(0.03)	(0.01)
(2) Diluted		(0.03)	(0.01)

The Accompanying Notes form an integral part of Financial Statements.

PR. Mohanti

For Pratyush and Associates
Chartered Accountants
Firm Registration No. 322996E
CA. Pratyush Ranjan Mohanti
Partner
Membership No. 057557
UDIN: 24057557BRF0K26259
Dated: 13.05.24
Place: Bhubaneswar



<i>Shyamal Roy</i> (Shyamal Roy) DIN: 10304405 Director(O)	<i>Ambati Lakshmi Prabha</i> (Ambati Lakshmi Prabha) DIN:09637525 Director(Fin)
<i>Vivek Srivastava</i> (Vivek Srivastava) MD-TFL DIN:10131772	<i>M Viswanathan</i> (M Viswanathan) Company Secretary FCS 10594

TALCHER FERTILIZERS LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31st March 2024

Rs. in Lakh

A. EQUITY SHARE CAPITAL

Particulars	Balance as at 01.04.2023	Changes in Equity Share Capital due to prior period errors	Restated Balance as at 01.04.2023	Changes In Equity Share Capital During The Period	Balance as at 31.03.2024
2,41,64,47,478 Equity Shares of ₹10/- each (2,41,64,47,478 Equity Shares of ₹10/- each as on 31.03.2024)	2,41,644.75		2,41,644.75		2,41,644.75

As at 31.03.2023

Particulars	Balance as at 01.04.2022	Changes in Equity Share Capital due to prior period errors	Restated Balance as at 01.04.2022	Changes In Equity Share Capital During The Period	Balance as at 31.03.2023
2,41,64,47,478 Equity Shares of ₹10/- each (2,41,64,47,478 Equity Shares of ₹10/- each as on 31.03.2023)	2,41,644.75		2,41,644.75		2,41,644.75

B. OTHER EQUITY

Particulars	Share Application Money Pending Allotment	Equity Component of Compound Financial Instruments	Reserves & Surplus					Total
			Capital Redemption reserve	Capital Reserve	General Reserve	Retained Earnings	Remeasurement of Defined Benefits Plans (net of Tax) - (OCI)	
Balance as at 01.04.2023	-	-	-	-	-	-2466.80	-	-2466.80
Adjustment in Opening Balance								0.00
Changes in accounting policy or prior period errors								0.00
Restated Balance as at 01.04.2023	-	-	-	-	-	-2466.80	-	-2466.80
Total Comprehensive Profit						-734.00		-734.00
Interim Dividend								0.00
Final Dividend								0.00
Addition during the Period								0.00
Adjustments during the period								0.00
Transfer to / from General reserve								0.00
Buy Back of Shares								0.00
Tax on Buy back								0.00
Issue of Bonus Shares								0.00
Balance as at 31.03.2024	-	-	-	-	-	-3200.81	-	-3200.81

As at 31.03.2023

Particulars	Share Application Money Pending Allotment	Equity Component of Compound Financial Instruments	Reserves & Surplus					Total
			Capital Redemption reserve	Capital Reserve	General Reserve	Retained Earnings	Remeasurement of Defined Benefits Plans (net of Tax) - (OCI)	
Balance as at 01.04.2022	-	-	-	-	-	-2214.28	-	-2214.28
Adjustment in Opening Balance								0.00
Changes in accounting policy or prior period errors								0.00
Restated Balance as at 01.04.2022	-	-	-	-	-	-2214.28	-	-2214.28
Total Comprehensive Profit						-252.52		-252.52
Interim Dividend								0.00
Final Dividend								0.00
Addition during the Period								0.00
Adjustments during the period								0.00
Transfer to / from General reserve								0.00
Buy Back of Shares								0.00
Tax on Buy back								0.00
Issue of Bonus Shares								0.00
Balance as at 31.03.2023	-	-	-	-	-	-2466.80	-	-2466.80

For Pratyush and Associates
Chartered Accountants
Firm Registration No. 322996E
CA. Pratyush Ranjan Mohanti
Partner
Membership No. 057557

VIDN: 241057557BKFOKZ6259
Dated: 13.05.24
Place: Bhubaneswar



(Signature)
(Shyamal Roy)
DIN: 10304405
Director(O)

(Signature)
(Vivek Srivastava)
MD-TFL
DIN:10131772

(Signature)
(Ambati Lakshmi Prabha)
DIN:09637525
Director(Fin)

(Signature)
(M Viswanathan)
Company Secretary
FCS 10594

TALCHER FERTILIZERS LIMITED

CASH FLOW STATEMENT FOR THE QUARTER ENDED ON 31.03.2024

(INDIRECT METHOD)

(Amount in ₹ lakhs)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
I. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit Before Tax	-734.00	-252.52
Adjustments for :-		
Depreciation/Amortization/ Impairment.	58.39	60.65
Interest income on bank deposits	-20.64	-569.87
Operating cash flow before working capital changes	-696.25	-761.75
(Increase) / Decrease in Loans and other financial Assets	-229.360	0.00
(Increase) / Decrease in Other Current Assets	-33,790.17	147.70
(Increase) / Decrease in Other Current Assets	218.78	0.00
(Increase) / Decrease in Current Tax Assets	-80.98	0.00
Increase / (Decrease) in Trade Payables	-28.33	-23415.05
Increase / (Decrease) in Provision	42,710.75	0.00
Increase / (Decrease) in Other Current Liabilities	1,812.65	1031.24
Increase / (Decrease) in Other Financial Liability	22,981.18	-162.88
Increase / (Decrease) in Non Current Liabilities	4.23	0.00
CASH GENERATED FROM OPERATIONS	32902.50	-23160.73
Less : Income Tax Paid		
NET CASH FLOW FROM OPERATING ACTIVITIES	32902.50	-23160.73
II. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed Assets	-1,584.21	465.03
Increase in Non Current Assets	6,462.42	32237.15
Increase in Capital Work in Progress	-258958.11	-108206.13
Interest income on bank deposits	20.64	569.87
NET CASH USED IN INVESTING ACTIVITIES	-254059.27	-74934.07
III. CASH FLOW FROM FINANCING ACTIVITIES:		
Increase in Share Capital		
Increase in Borrowing	2,21,652.00	48993.00
NET CASH FLOW FROM FINANCING ACTIVITIES	221652.00	48993.00
NET INCREASE IN CASH AND CASH EQUIVALENTS	495.24	-49101.80
Opening balance of Cash & Cash equivalents	14,103.44	63204.71
Closing balance of Cash & Cash equivalents	14,598.68	14103.44

PRM
For Pratyush and Associates
Chartered Accountants
Firm Registration No. 322996E
CA. Pratyush Ranjan Mohanti
Partner
Membership No. 057557

UDIN: 24057557BKPOK26259

Dated: 13.05.24

Place: Bhubaneswar



Shyamal Roy
(Shyamal Roy)
DIN: 10304405
Director(O)

Vivek
(Vivek Srivastava)
MD-TFL
DIN:10131772

Ambati Lakshmi Prabha
(Ambati Lakshmi Prabha)
DIN:09637525
Director(Fin)

M Viswanathan
(M Viswanathan)
Company Secretary
FCS 10594

NOTES TO THE FINANCIAL STATEMENTS**Note: 1 CORPORATE INFORMATION**

Talcher Fertilizers Limited is a public company domiciled in India and incorporated under The Companies Act, 2013, applicable in India having its registered office at Plot 2/H, Kalpana Area, BJB Nagar, Khordha, Bhubaneswar, Odisha 751014, India.

The company is a Joint Venture between Coal India Limited, GAIL (India) Limited, Rashtriya Chemical and Fertilizers Limited and Fertilizer Corporation of India Limited. The objective of the company is to establish and operate new coal gasification based Fertilizer Complex and associated facilities at Talcher unit of FCIL and to market its products.

Note 2: MATERIAL ACCOUNTING POLICIES**2.1 Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

2.1.1 Rounding of amounts

Amounts in these financial statements, unless otherwise indicated, have been rounded off to 'rupees in lakhs' upto two decimal points.

2.2 Current and non-current Classification

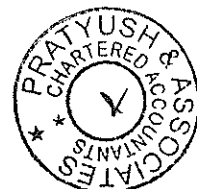
The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current by the Company when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- (b) it holds the asset primarily for the purpose of trading;
- (c) it expects to realise the asset within twelve months after the reporting period; or
- (d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is treated as current by the Company when:

- (a) it expects to settle the liability in its normal operating cycle;
- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period; or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.



2.3 Revenue recognition

2.3.1 Revenue from sale of goods/services

Company recognises revenue from Sales of goods or services when obligation is performed i.e., after transferring a promised good or service to a customer.

When a performance obligation is satisfied, the company recognises as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained) that is allocated to that performance obligation.

Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

Presently, the plant of the company is under construction and operations are yet to be started. Hence, there is no revenue from Operation. Revenue is primarily derived from interest on fixed deposits which is accounted for as per point no. 2.3.2 mentioned below and other incomes of tender fees etc. are recognized as and when received.

2.3.2 Interest

Interest income is recognised using the Effective Interest Method and accrual basis.

2.4 Property, Plant and Equipment (PPE)

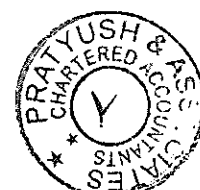
Item of all other Property, plant and equipment are carried at its cost less any accumulated depreciation and any accumulated impairment losses under Cost Model. The cost of an item of property, plant and equipment comprises:

- (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Company incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item depreciated separately. However, significant part(s) of an item of PPE having same useful life and depreciation method are grouped together in determining the depreciation charge.

Assets which are separately identifiable and can be considered as a separate asset during the operational phase are recognized as Property, plant and equipment and are being depreciated.

Costs of the day to-day servicing described as for the 'repairs and maintenance' are recognised in the statement of profit and loss in the period in which the same are incurred.



Subsequent cost of replacing parts significant in relation to the total cost of an item of property, plant and equipment are recognised in the carrying amount of the item, if 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 those parts that are replaced is derecognised in accordance with the de-recognition policy mentioned below.

When major inspection is performed, its cost is recognised in the carrying amount of the item of property, plant and equipment as a replacement if 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. Any remaining carrying amount of the cost of the previous inspection (as distinct from physical parts) is derecognised.

An item of Property, plant or equipment is derecognised upon disposal or when no future economic benefits are expected from the continued use of assets. Any gain or loss arising on such de-recognition of an item of property plant and equipment is recognised in profit and Loss.

Depreciation on property, plant and equipment is provided as per cost model on straight line basis over the estimated useful lives of the asset as follows:

Computers, Laptops and other accessories	: 3 Years
Office equipment	: 5 years
Furniture and Fittings	: 10 years
Building including Guest House	: 15 years
Roads and Culverts	: 20 years
Plant and Machinery	: 10 years

The estimated useful life of the assets is reviewed at the end of each financial year.

The residual value of Property, plant and equipment is considered as 5% of the original cost of the asset.

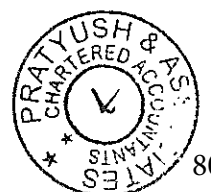
Depreciation on the assets added / disposed of during the year is provided on pro-rata basis with reference to the date of addition / disposal. Depreciation on the property, plant & equipment, which are being purely used for project construction, is shown under the head "Expense during Construction" in Capital Work in Progress.

Individual item of PPE having cost upto rupees five thousand, not acquired in bulk, is depreciated at the rate of 100%.

Fully depreciated assets, retired from active use are disclosed separately as surveyed off assets at its residual value under Property, plant Equipment and are tested for impairment.

2.5 Capital Work in Progress

Expenditure incurred for construction/manufacturing of capital asset which are directly related to the asset and are separately identifiable, are capitalized as work in progress. Such expenditures presently include expenditures for setting up the plants for Coal gasification and Ammonia Urea, for Silo renovation/construction, major renovation works of Building and construction of raw water and fire water reservoirs etc.



Further, in case any assets is used for development of any Property, plant and equipment or any other asset under construction then such assets are also recognised as “Capital Work in Progress”. Such expenditures presently include construction water, construction power, Site enabling works etc.

Expenditure incurred for activities directly related to the project which are not identifiable for a particular capital assets are shown as Expense during Construction. These expenditures include costs incurred for feasibility studies, issuing tenders, sampling of coal and water, various consultancy fees, deputation cost of technical employees, other various project related expenses etc.

Such expenses are presently capitalized as work in progress named as Expense during Construction. and will be apportioned appropriately among the cost of the assets capitalized when the commercial activities of the project will be started.

2.6.1 Mining expenses

Expenditure incurred on mining activities are kept under this head till determination of technical feasibility and the assessment of commercial viability of an identified resource. Once proved reserves are determined and development of mines/project is sanctioned, the said expenditure is transferred to “Development” under capital work in progress. However, if proved reserves are not determined, the same is charged off to revenue.

2.6.2 Damages arising from invocation of Penal Clauses

During the construction phase, damages arising from invocation of penal clauses of the contracts be used to reduce the cost of the asset as the reduction only relates to acquisition/construction thereof.

2.7 Impairment of Assets (other than financial assets)

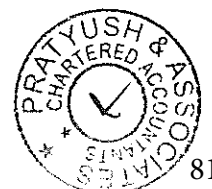
The Company assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset’s recoverable amount is the higher of the asset’s or cash-generating unit’s value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognised in the Statement of Profit and Loss.

2.8 Financial Instruments

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

2.8.1 Financial assets



2.8.1.1 Initial recognition and measurement

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

2.8.1.2 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

2.8.1.2.1 Debt instruments at amortised cost

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

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

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

2.8.1.2.2 Debt instrument at FVTOCI

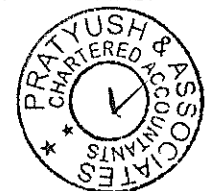
A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

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

2.8.1.2.3 Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.



In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

2.8.1.2.4 Equity investments in subsidiaries, associates and Joint Ventures

Investment in subsidiaries, associates and joint ventures are measured at cost.

2.8.1.2.5 Other Equity Investment

All other equity investments in scope of Ind AS 109 are measured at fair value through profit or loss.

For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

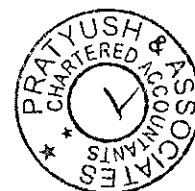
Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

2.8.1.3Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.



2.8.1.4 Impairment of financial assets (other than fair value)

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables under Ind AS 17
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

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

2.8.2 Financial liabilities**2.8.2.1 Initial recognition and measurement**

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

2.8.2.2 Subsequent measurement

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

2.8.2.2.1 Financial liabilities 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 are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.



2.8.2.2 Financial liabilities at amortised cost

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

2.8.2.3 Derecognition

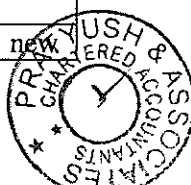
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of a financial liability (or part of a financial liability) extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, shall be recognised in profit or loss.

2.8.3 Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new



Original classification	Revised classification	Accounting treatment
		carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

2.8.4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

2.8.5 Cash & Cash equivalents

Cash and cash equivalent 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 consolidated 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 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for a period. Taxable profit differs from "profit before income tax" as reported in the statement of profit and loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are reassessed at the end of each reporting year and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.10 Foreign Currency

The company's reported currency and the functional currency for majority of its operations is in Indian Rupees (INR) being the principal currency of the economic environment in which it operates.

Transactions in foreign currencies are converted into the reported currency of the company using the exchange rate (i.e. Bill selling rate of State Bank of India) prevailing at the transaction date (The date when the transaction is accounted for in the books of Accounts). Monetary assets and liabilities denominated in foreign currencies outstanding at the end of the reporting period are translated at the exchange rates (i.e. Bill selling rate of State Bank of India) prevailing as at the end of reporting period. Foreign Exchange differences arising on the settlement of monetary assets and liabilities for identifiable assets is added to the cost of such assets.

Non-monetary items denominated in foreign currency are valued at the exchange rates prevailing on the date of transactions.

2.11 Provisions, Contingent Liabilities & Contingent Assets

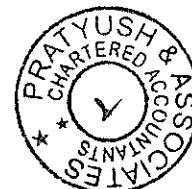
Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the company, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent Assets are not recognized in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

2.12 Earnings per share



Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.13 Judgements, Estimates and Assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and the amount of revenue and expenses during the reported period. Application of accounting policies involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimate are recognised in the period in which the estimates are revised and, if material, their effects are disclosed in the notes to the financial statements.

2.13.1 Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

2.13.1.1 Formulation of Accounting Policies

Accounting policies are formulated in a manner that result in financial statements containing relevant and reliable information about the transactions, other events and conditions to which they apply. Those policies need not be applied when the effect of applying them is immaterial.

In the absence of an Ind AS that specifically applies to a transaction, other event or condition, management has used its judgement in developing and applying an accounting policy that results in information that is:

- a) relevant to the economic decision-making needs of users and
- b) reliable in that financial statements:
 - (i) represent faithfully the financial position, financial performance and cash flows of the Company; (ii) reflect the economic substance of transactions, other events and conditions, and not merely the legal form; (iii) are neutral, i.e. free from bias; (iv) are prudent; and (v) are complete in all material respects on a consistent basis

In making the judgement management refers to, and considers the applicability of, the following sources in descending order:

- (a) the requirements in Ind ASs dealing with similar and related issues; and
- (b) the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the Framework.

In making the judgement, management considers the most recent pronouncements of International Accounting Standards Board and in absence thereof those of the other standard-setting bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted industry practices, to the extent that these do not conflict with the sources in above paragraph.

The financial statements are prepared on going concern basis using accrual basis of accounting.

2.13.1.2 Materiality

Ind AS applies to items which are material. Management uses judgement in deciding whether individual items or groups of item are material in the financial statements. Materiality is judged by reference to the size and nature of the item. The deciding factor is whether omission or misstatement could individually or collectively influence the economic decisions that users make on the basis of the financial statements. Management also uses judgement of materiality for determining the compliance requirement of the Ind AS. In particular circumstances either the nature or the amount of an item or aggregate of items could be the determining factor. Further the Company may also be required to present separately immaterial items when required by law.

2.13.2 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. Example: Accrued interest recognized as on reporting date.

2.13.2.1 Impairment of non-financial assets

There is an indication of impairment if, the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different CGUs, are disclosed and further explained in respective notes.

2.13.2.2 Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

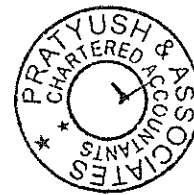
2.13.2.3 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using generally accepted valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk, volatility and other relevant input /considerations. Changes in

assumptions and estimates about these factors could affect the reported fair value of financial instruments.

2.14 Abbreviation used:

a.	CGU	Cash generating unit
b.	DCF	Discounted Cash Flow
c.	FVTOCI	Fair value through Other Comprehensive Income
d.	FVTPL	Fair value through Profit & Loss
e.	Ind AS	Indian Accounting Standards
f.	OCI	Other Comprehensive Income
g.	P&L	Profit and Loss
h.	PPE	Property, Plant and Equipment
i.	SPPI	Solely Payment of Principal and Interest
j.	EIR	Effective Interest Rate

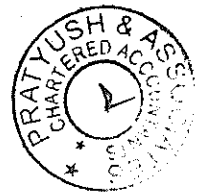


TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
NOTE 3 : PROPERTY , PLANT AND EQUIPMENTS

Rs. in Lakh

	Building (including water supply, roads and culverts)	Plant and Equipments	Computer	Furniture and Fixtures	Office Equipments	Air Conditioner	Total
Gross Carrying Amount:							
As at 1 April 2022	9771.72	0.82	25.31	62.42	39.25	23.15	9922.67
Additions			10.54	4.47	2.56		17.57
Deletions/Adjustments	-43.80						-43.80
Transfer In/Out							0.00
As at 31 March 2023	9727.92	0.82	35.85	66.89	41.81	23.15	9896.44
As at 1 April 2023	9727.92	0.82	35.85	66.89	41.81	23.15	9896.45
Additions	830.53	1720.59	15.75	19.53	3.30	6.62	2596.32
Deletions/Adjustments		-28.36					-28.36
Transfer In/Out							0.00
As at 31 Mar. 2024	10558.45	1693.05	51.60	86.42	45.11	29.77	12464.41
Accumulated Depreciation and Impairment							
As at 1 April 2022	372.66	0.00	17.36	12.76	13.73	8.06	424.57
Charge for the year	478.15	0.08	3.69	6.12	7.08	4.35	499.47
Impairment							0.00
Deletions/Adjustments							0.00
Transfer In/Out							0.00
As at 31 March 2023	850.81	0.08	21.05	18.88	20.81	12.41	924.04
As at 1 April 2023	850.81	0.08	21.05	18.88	20.81	12.41	924.04
Charge for the year	656.94	358.94	7.74	7.43	7.19	3.90	1042.14
Impairment							0.00
Deletions/Adjustments							0.00
Transfer In/Out							0.00
As at 31 Mar. 2024	1507.75	359.02	28.79	26.31	28.00	16.31	1966.18
Net Carrying Amount							
As at 31 Mar. 2024	9050.70	1334.03	22.81	60.12	17.11	13.46	10498.23
As at 31 March 2023	8877.11	0.74	14.80	48.02	21.00	10.74	8972.41



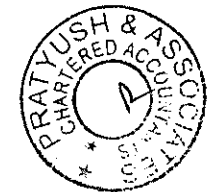
TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
NOTE 4 : CAPITAL WIP

Rs. in Lakh

	Land & Development	Water Plant	Silo	Pre-Project Electrical Works	Amononia Urea plant	Coal Gasification Plant	Building Under Construction	Steam Generation Plant	Electrical Distribution System	Water Treatment Plant	Railway Siding	Off-Site Facilities	Expenses During Construction - CWIP	Total
Gross Carrying Amount:														
As at 1 April 2022	7998.69	2272.40	5.00	1117.66	37980.57	73725.17	457.03	0.00	0.00	0.00	0.00	0.00	15132.75	138689.27
Additions	1565.79	2639.79		-1.30	22150.82	53819.46	1054.00	15515.74	2289.63	6366.63	0.00	0.00	8293.39	113693.96
Deletions/Capitalization Transfer In/Out														0.00
As at 31 March 2023	9564.48	4912.19	5.00	1116.36	60131.39	127544.63	1511.03	15515.74	2289.63	6366.63	0.00	0.00	23426.14	252383.23
As at 1 April 2023	9564.48	4912.19	5.00	1116.36	60131.39	127544.63	1511.03	15515.74	2289.63	6366.63	0.00	0.00	23426.14	252383.23
Additions	1601.46	1107.78	0.00		36517.45	73960.01	1302.82	32762.30	4733.81	22224.00	4533.79	19151.78	62857.71	260752.90
Deletions/Capitalization Transfer In/Out	0.00	-678.43		-1116.36										-1794.79
As at 31 Mar. 2024	11165.94	5341.54	5.00	0.00	96648.84	201504.64	2813.85	48278.04	7023.44	28590.63	4533.79	19151.78	86283.85	511341.35
Accumulated Depreciation and Impairment														
As at 1 April 2022														0.00
Charge for the year Impairment														0.00
Deletions/Capitalization Transfer In/Out														0.00
As at 31 March 2023	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As at 1 April 2023	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Charge for the year Impairment														0.00
Deletions/Capitalization Transfer In/Out														0.00
As at 31 Mar. 2024	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Carrying Amount														
As at 31 March 2024	11165.94	5341.54	5.00	0.00	96648.84	201504.64	2813.85	48278.04	7023.44	28590.63	4533.79	19151.78	86283.85	511341.35
As at 31 March 2023	9564.48	4912.19	5.00	1116.36	60131.39	127544.63	1511.03	15515.74	2289.63	6366.63	0.00	0.00	23426.14	252383.23

Ageing schedule for Capital-work-in Progress:	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress:					
Land & Development	1601.46	1565.79	1475.06	6523.63	11165.94
Water plant	429.35	2639.79	1573.60	698.80	5341.54
Silo	0.00	0.00	0.00	5.00	5.00
Pre-project Electrical	-1116.36	-1.30	62.66	1055.00	0.00
Amononia Urea Plant	36517.45	22150.82	15485.13	22495.44	96648.84
Coal Gasification Plant	73960.01	53819.46	34979.27	38745.90	201504.64
Building Underconstruction	1302.82	1054.00	457.03	0.00	2813.85
Steam Gas Generation	32762.30	15515.74	0.00	0.00	48278.04
Electrical Distribution System	4733.81	2289.63	0.00	0.00	7023.44
Water Treatment Plant	22224.00	6366.63	0.00	0.00	28590.63
Railway Siding	4533.79	0.00	0.00	0.00	4533.79
Expensed during Construction	62857.71	8293.39	4436.77	10695.98	86283.85
Others Package	19151.78				19151.78
Total	258958.11	113693.96	58469.52	80219.75	511341.35

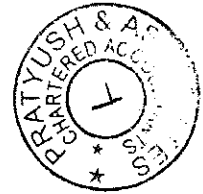


TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 5 INVESTMENTS

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
<u>Current</u>		
Mutual Fund Investment		
Liquid /Overnight Fund		
Total :	0.00	0.00



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 6 : LOANS

Rs. in Lakh

As at

31.03.2024 31.03.2023

Non-Current

Loans to related parties

- Secured, considered good
- Unsecured, considered good
- Have significant increase in credit risk
- Credit impaired

	-	-
	-	-

Less: Allowance for doubtful loans

	-	-
--	---	---

Loans to other than related parties

Loans to body corporate and employees

- Secured, considered good
- Unsecured, considered good
- Have significant increase in credit risk
- Credit impaired

	-	-
	-	-

Less: Allowance for doubtful loans

	-	-
--	---	---

TOTAL

	-	-
--	---	---

Details of non current loans to related parties	31.03.2024		31.03.2023	
	Gross Amount Outstanding	% to the total gross loans	Gross Amount Outstanding	% to the total gross loans
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-
Total	-	-	-	-

Current

Loans to related parties

- Secured, considered good
- Unsecured, considered good
- Have significant increase in credit risk
- Credit impaired

	-	-
	-	-

Less: Allowance for doubtful loans

	-	-
--	---	---

Loans to other than related parties

Loans to body corporate and employees

- Secured, considered good
- Unsecured, considered good
- Have significant increase in credit risk
- Credit impaired

	-	-
	-	-

Less: Allowance for doubtful loans

	-	-
--	---	---

TOTAL

	-	-
--	---	---

Details of current loans to related parties	-		-	
	Gross Amount Outstanding	% to the total gross loans	Gross Amount Outstanding	% to the total gross loans
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-
Total	-	-	-	-



TALCHER FERTILIZERS LIMITED

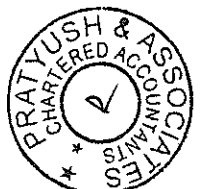
NOTES TO THE FINANCIAL STATEMENTS

NOTE - 7 : OTHER FINANCIAL ASSETS

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
Current		
Security deposits	93.34	93.34
Less: Allowance for doubtful security deposits		
	93.34	93.34
Other Deposit and Receivables		
Less : Allowance for doubtful deposits & receivables		
	-	-
TOTAL	93.34	93.34
Non Current		
Security deposits	339.83	312.12
Less : Allowance for doubtful security deposits		
	339.83	312.12
Other Deposit and Receivables		
Less : Allowance for doubtful deposits & receivables		
	-	-
TOTAL	339.83	312.12

Note-

1.Security Deposit amounting of Rs. 46.55 Lakh , to water resource department,NSDL and NDML was earlier shown under other current assets now regrouped



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 8 : OTHER NON-CURRENT ASSETS

Rs. in Lakh

	As at	
	31.03.2024	31.03.2023
Capital Advances		
- Advance for LSTK Contracts	-	7,295.70
- Advance to OFDC	74.12	119.60
- Advance to OPTCL	904.37	904.37
- Advance to CESU for Supply of Power to Intake Well	0.15	23.37
- Advance for RoR	4.15	4.11
- Advance for Water Charges		-
- Advance to TPCODL	361.32	361.32
Advance for SBI Annual Review Charges	-	-
Advance for SBI Inspection Charges	-	-
Advance Sterling & Wilson PVT Limited	46.35	276.93
(RITES-TFL) Imprest Fund	290.50	-
MA by Rites to Shree Balaji Engicons Ltd.	595.53	-
Less : Allowance for doubtful advances		
	2,276.49	8,985.39
Other Deposits & Advances		
Less : Allowance for doubtful deposits		
	-	-
Pre-Operative Expenses	0.00	0.00
TOTAL	2,276.49	8,985.40

Note-

1.Pre-operative expenditure earlier shown under other non current assets is transferred to EDC under CWIP.



TALCHER FERTILIZERS LIMITED

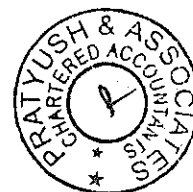
NOTES TO THE FINANCIAL STATEMENTS

NOTE -9 : OTHER CURRENT ASSETS

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
Advance payment of statutory dues	909.48	873.97
Less : Allowance for doubtful Stat. dues		
	909.48	873.97
Other Deposits and Advances	331.72	592.15
Less : Allowance for other deposits and advances		
	331.72	592.15
Input Tax Credit receivable		
GST Receivable	54,510.67	4,300.85
GST Refundable	0.86	0.86
GST unclaimed	17,654.01	33,906.88
Prepaid Expenses	61.26	1.09
Advance to employees	3.44	5.46
Total	73,471.44	39,681.27

Note-

1. Advance given to SBI for annual review charges and Inspection charges is regrouped in current year, previous year the same was shown as separate heading in Capital advances under other non current assets.

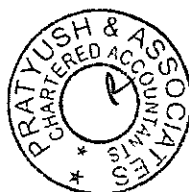


TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 10 : CASH AND CASH EQUIVALENTS

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
(a) Balances with Banks		
- in Deposit Accounts	10686.84	1763.58
- in Current Accounts	3704.54	12189.47
(b) Cheques, Drafts and Stamps in hand		
(c) Cash on hand		
(d) Accured Interest	207.30	150.38
TOTAL	14,598.68	14,103.44



TALCHER FERTILIZERS LIMITED

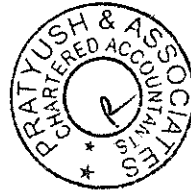
NOTES TO THE FINANCIAL STATEMENTS

NOTE - 11 : OTHER BANK BALANCES

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
Balances with Banks		
Deposit accounts	194.50	41.62
Accured Interest	76.48	-
Total	270.98	41.62

Note-

1.This includes Fixed deposits held as 100 % margin money against Bank Guarantee/LC.



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 12 : EQUITY SHARE CAPITAL

Rs. in Lakh

	As at	
	31.03.2024	31.03.2023
ISSUED AND SUBSCRIBED EQUITY CAPITAL	2,41,644.75	2,41,644.75
SHARE CAPITAL FOR CASH	2,41,644.75	2,41,644.75
SHARE CAPITAL FOR CONSIDERATION OTHER THAN CASH	-	-

1. Shares in the Company held by each shareholder holding more than 5% Shares

Name of Shareholder	Nos. of Shares Held (Face value of Rs.10 each)	% of Total Shares	Nos. of Shares Held (Face value of Rs.10 each)	% of Total Shares
			As on 31.03.2024	
Coal India Limited	80,54,80,826	33.33	80,54,80,826	33.33
Rashtriya Chemicals & Fertilisers Ltd.	80,54,80,826	33.33	80,54,80,826	33.33
GAIL (India) Ltd.	80,54,80,826	33.33	80,54,80,826	33.33
Fertiliser Corporation of India Ltd.	5,000	0.01	5,000	0.01

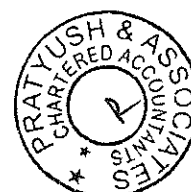
2. The Company has only one class of equity shares having a face value of Rs.10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meeting of shareholders.

3. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

Particulars	FY 2023-24	FY 2022-23
Shares outstanding at the beginning of the period	2,41,64,47,478	2,41,64,47,478
Shares issued during the period	Nil	Nil
Shares bought back during the period	Nil	Nil
Shares outstanding at the end of the period	2,41,64,47,478	2,41,64,47,478

4. Shareholding of promoter

Shares held by promoters at the end of the FY 2023-2024			
Promoter's Name	No. of shares	% of total shares	% Change during the year
1. Coal India Limited	80,54,80,826	33.33	Nil
2. Rashtriya Chemicals & Fertilisers Ltd.	80,54,80,826	33.33	Nil
3. GAIL (India) Ltd.	80,54,80,826	33.33	Nil
4. Fertiliser Corporation of India Ltd.	5,000	0.01	Nil
Total	2,41,64,47,478	100.00	



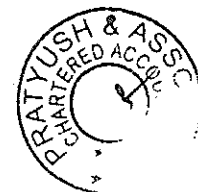
TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 13 : OTHER EQUITY

Rs. in Lakh

	Equity Portion of Preference Share Capital	Other Reserves		General Reserve	Retained Earnings	Other Comprehensive Income	Total
		Capital Redemption reserve	Capital reserve				
Balance as at 01.04.2022	0.00	0	0	0.00	-2214.28		-2214.28
Changes in accounting policy							0.00
Prior period errors							0.00
Restated Balance as at 01.04.2022	0.00	0.00	0.00	0.00	-2214.28	0.00	-2214.28
Additions during the year					-252.52		-252.52
Adjustments during the year							0.00
Changes in accounting policy or prior period errors							0.00
Profit/Loss for the period						0.00	0.00
Appropriations							0.00
Transfer to General reserve							0.00
Transfer to Other reserves							0.00
Interim Dividend							0.00
Final Dividend							0.00
Corporate Dividend tax							0.00
Pre-Operative Expenses							0.00
Balance as at 31.03.2023	0.00	0.00	0.00	0.00	-2466.80	0.00	-2466.80
Adjustment in Opening Balance							0.00
Balance as at 01.04.2023	0.00	0.00	0.00	0.00	-2466.80	0.00	-2466.80
Additions during the year					-734.00		-734.00
Adjustments during the year	0.00						0.00
Changes in accounting policy or prior period errors							0.00
Profit/Loss for the period	0.00					0.00	0.00
Appropriations	0.00						0.00
Transfer to General reserve	0.00						0.00
Transfer to Other reserves	0.00						0.00
Interim Dividend	0.00						0.00
Final Dividend	0.00						0.00
Corporate Dividend tax	0.00						0.00
Pre-Operative Expenses	0.00						0.00
Balance as at 31.03.2024	0.00	0.00	0.00	0.00	-3200.81	0.00	-3200.81

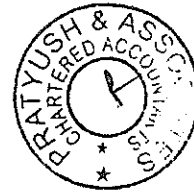


TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 14: BORROWINGS

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
Non-Current		
Term Loans -From Banks	2,70,645.00	48,993.00
-From Other Parties		
Total	2,70,645.00	48,993.00
Current		
Loans repayable on demand -From Banks		
- Bank Overdrafts		
- Other Loans from banks		
-From Other Parties		
Current Maturities of Long Term Borrowings		
Total	-	-



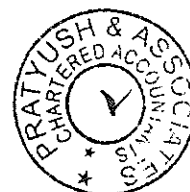
TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 15 : OTHER FINANCIAL LIABILITIES

Rs. in Lakh

	As at	
	31.03.2024	31.03.2023
Non Current		
Security Deposits		
Liability for employee benefits		
TOTAL	-	-
Current		
Security Deposits	43.20	49.11
Retention Money	12,899.52	5,252.87
Earnest Money	2.10	-
Payable for Capital goods, Services and Others		
Non MSME	40,821.37	26,765.01
MSME	2.12	28.31
Provision for Expenses Payable	211.16	857.67
Liability for Employee Benefits	5.38	7.33
Liability for Salary and other benefits of JV Promoters	4,874.91	2,779.66
Others	0.67	139.28
TOTAL	58,860.43	35,879.25



TALCHER FERTILIZERS LIMITED

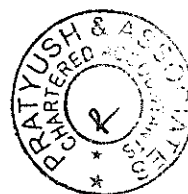
NOTES TO THE FINANCIAL STATEMENTS

NOTE - 16 : PROVISIONS

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
Non Current		
Employee Benefits:		
Gratuity	2.66	-
Leave Encashment	6.59	1.10
Post Retirement Medical Benefits		
Other Employee Benefits	0.36	0.36
Enterprise Social Commitment	42,702.00	-
TOTAL	42711.61	1.46
Current		
Employee Benefits:		
Gratuity	0.01	-
Leave Encashment	0.59	-
Post Retirement Medical Benefits		
Ex- Gratia		
Performance Related Pay		
Other Employee Benefits		
TOTAL	0.60	-

Note-

- 1.Provision for Leave Encashment is regrouped in current year previous year the same was shown as separate heading in other Financial Liabilities.
- 2.Provision for other employee benefit is regrouped in current year previous year the same was shown as separate heading in Non-Current Financial Liabilities.



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 17 : OTHER NON CURRENT LIABILITIES

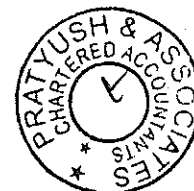
	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
Deferred Income	0.00	0
Others		
Total	-	-

TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 17 : OTHER CURRENT LIABILITIES

	Rs. in Lakh	
	As at	
	31.03.2024	31.03.2023
Statutory Dues		
- TDS	1461.51	390.09
- GST TDS	796.95	79.80
- GST payable	21.77	20.16
- BOCW Cess	32.31	9.81
- Professional Tax payable	0.05	0.08
Others liabilities	0.00	0.00
TOTAL	2312.59	499.94



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 18 : TRADE PAYABLES

Rs. in Lakh

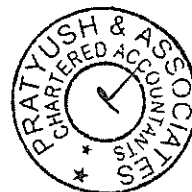
	As at	
	31.03.2024	31.03.2023
Micro, Small and Medium Enterprises	9.23	11.32
Other than Micro, Small and Medium Enterprises	41.09	67.33
TOTAL	50.32	78.65

Trade payables - Total outstanding dues of Micro & Small enterprises		
a) Principal & Interest amount remaining unpaid but due thereon as at period end	9.23	
b) 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 period.		
c) 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.		
d) Interest accrued and remaining unpaid as at period end		
e) 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.		

0

Trade Payables aging schedule

Particulars	Outstanding for following periods from transaction date				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME			9.23		9.23
(ii) Others			41.09		41.09
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
(v) Unbilled dues					-
Total	-	-	50.32	-	50.32



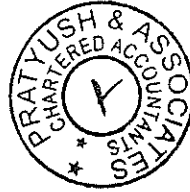
TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 19 : REVENUE FROM OPERATIONS

(Amount in ₹ lakhs)

	Year Ended 31.03.2024	Year Ended 31.03.2023
Sale of Goods	0.00	0.00
TOTAL	0.00	0.00



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

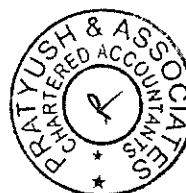
NOTE 20 : OTHER INCOME

Rs. in Lakh

	Year Ended 31.03.2024	Year Ended 31.03.2023
Interest on Equity Contribution deposited with Banks	20.64	569.87
Interest on MA LD/PRS	-	-
Interest Income From TDS Refund	1.16	7.18
Misc. income	37.22	11.68
TOTAL	59.02	588.73

Note-

1. Income generated from investment of equity funds is charged to P&L as Other Income.
2. Interest earned on temporary parking of borrowed funds in form of deposits with bank is transferred to borrowing cost and net borrowing cost is transferred to CWIP.



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 21: DEPRECIATION AND AMORTIZATION EXPENSE

Rs. in Lakh

	<u>Year Ended</u> <u>31.03.2024</u>	<u>Year Ended</u> <u>31.03.2023</u>
On Property Plant and Equipment	58.39	60.65
On Intangible Assets		
On Right of Use Assets		
TOTAL	<u>58.39</u>	<u>60.65</u>

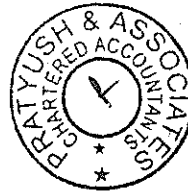


TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
NOTE 22 : EMPLOYEE BENEFITS EXPENSES

	Rs. in Lakh	
	Year Ended	Year Ended
	31.03.2024	31.03.2023
A.Salary and other benefits TFL on Roll		
Salary, Wages, Allowances ,Bonus etc.	9.53	0
Contribution to P.F. & Other Funds	0.90	0
Leave Encashment		
Medical Expenses for existing employees		
Other Employee Benefits		
Total	10.43	-
B.Salary and other benefits of JV Promoters		
For Employees of CIL/GAIL/RCF	333.1	422.35
Total	333.1	422.35
Total (A+B)	343.53	422.35

1. The Company has employees on deputation from CIL, GAIL and RCF. Deputation cost is being reimbursed and GST on deputation cost is being reimbursed to these companies on the basis of tax invoice, whoever has claimed
2. Deputation cost incurred during the period with respect to employees on deputation other than the deputation cost of HR, Finance is transferred to expenditure during Construction period.



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 23 : OTHER EXPENSES

Rs. in Lakh

Year Ended Year Ended

Particulars	31.03.2024	31.03.2023
ACF/AMC of NSDL & NDML	0.80	0.80
Auditor's Remuneration & Expenses		
For Audit Fees	1.25	1.50
For Other Services		
For Reimbursement of Exps.	0.09	0.00
Bank charges	8.47	3.21
CA Certification Fee	0.00	0.19
Cable Expenses	0.00	0.01
Canteen expenses	0.12	0.00
CISF Welfare Expenses	1.73	0.00
Computer Expenses	0.00	0.58
Consultancy Expenses	42.18	18.05
Courier charges	1.06	0.95
Electricity Exp	24.14	181.86
Prior Period Expenses (Rev)	0.00	0.00
Foreign Exchange Fluctuatuion	0.00	-57.52
Guest House expenses	0.00	0.06
Water Tanker Expenses	3.14	0.24
Hiring of Medical Service	3.22	0.00
Internet and Cable Expenses	13.89	3.36
Professional Fee	10.77	3.76
Legal Fees	0.00	2.17
Lodging and Boarding-Revenue	5.99	0.00
Meeting Expenses	6.11	33.02
Misc Expenses	17.29	20.06
Newspaper & Periodical Expenses	0.00	0.07
Office expenses	0.00	4.31
Office rent - Bhubaneswar	14.23	2.04
Office rent - Noida	66.30	59.13
Office rent - IDCO	45.99	0.00
Other Repair	0.00	1.35
Printing & Stationary	5.05	5.14
Promotional Expenses	0.00	1.76
Purchase of digital signature	0.00	0.02
Recruitment Expenses	35.72	0.05
Repair and Maintenance	3.67	0.00
Roc Fee	0.03	0.01
Staff Welfare	0.00	0.00
Stamp Duty-NSDL	0.05	0.00
Support Office Staff Services	58.15	41.82
Telephone and internet Expenses	0.00	0.04
Transportation Expenses	1.59	1.16
Travelling Expenses	7.51	8.16
Water Charges Expenses	0.00	0.05
Website Maintanance Charges	7.10	1.56
TA/DA - Advisor (Co.Secy)	0.00	0.48
ROR Expense-North Arkhapol Coal Block	0.00	0.19
Reimbursement of MCA Fees	0.09	0.23
Electrical Expenses	0.38	0.00
Outsourcing Agent of Payroll	0.50	0.00
Training Expenses	0.27	0.00
TOTAL	386.87	339.86



Annexure to Notes

Note-4-Other -Offsite Facilities

31.03.2024 31.03.2023

Civil & Structural Work of Bagging Building Etc	9311.86	1252.43
Cooling Tower	123.77	0
Fire Fightuing System	3112.66	176.47
Flare Combustion-Airoil Flaregas Pvt Ltd	469.89	0
Instrument Air & Plant Air System	931.96	0
Raw water Pipeline	135.00	0
Road Lighting	115.00	0
Supply & Construction of Ash Pond	794.09	0
Urea Handling & Bagging Package	3254.60	0
Yard Piping	902.97	0
Total	19151.78	1428.9
As per Note-4	19151.78	1428.9
Diff.	0.00	0.00

NOTE - 7 : OTHER FINANCIAL ASSETS

Current

31.03.2024 31.03.2023

Security Deposit-Anugul Irrigation Division	13.87	13.87
Security Deposit Given-IDCO	23.00	23.00
Security Deposit Given to TPCODL/CESU	11.47	11.47
Security Deposit to Water Resource Department	45.00	45.00
Total	93.34	93.34
As per Note-7	93.34	93.34
Diff.	0.00	0.00

Non-Current

31.03.2024 31.03.2023

Security Deposite Given-Account Officer(Recovery)	256.31	256.31
Security Deposit for GSA-GAIL INDIA LTD	27.71	0.00
Security Deposit Given-RWSS Division	1.11	1.11
Security Deposit Given TPCODL	53.10	53.10
Security Deposit-NDML	0.10	0.10
Security Deposit-NSDL	1.50	1.50
Total	339.83	312.12
As per Note-7	339.83	312.12
Diff.	0.00	0.00

NOTE 14: BORROWINGS

31.03.2024 31.03.2023

TERM LOAN (SECURED)		
Term Loan From Bank of Maharastra-Secured	14356.00	2167.00
Term Loan From Bank (Secured)-PNB	47188.00	8718.00
Term Loan From BOI-Secured	24233.00	5786.00
Term Loan From Canera -Secured	28712.00	4334.00
Term Loan From EXIM Bank-Secured	10765.00	2179.00
Term Loan From Indian Bank-Secured	28713.00	4334.00
Term Loan From SBI-Secured	68620.00	13890.00
Term Loan From Union Bank of India-Secured	35887.00	5418.00
Term Loan Secured From Indian Overseas Bank-Secured	12171.00	2167.00
TOTAL	270645.00	48993.00
As per Note-14	270645.00	48993.00
Diff.	0.00	0.00



NOTES TO THE FINANCIAL STATEMENTS: ADDITIONAL INFORMATION-NOTE-24

1. Earnings per share

Sl. No.	Particulars	(Amount in ₹ lakhs)	
		For Year ended on 31.03.2024	For Year ended on 31.03.2023
i.	Net Profit after tax attributable to Equity Share Holders (In Rs. lakhs)	(734.00)	(252.52)
ii.	Weighted average no. of equity shares outstanding	241,64,47478	241,64,47478
iii.	Basic & Diluted Earnings per share (In Rs.) (Face value Rs. 10/- per share)	(0.03)	(0.01)

2. Commitment as on 31.03.2024: Rs.766717.26 lakh (Rs. 917567.41 lakh as on 31.03.2023).

Particular	(Amount in ₹ lakhs)		
	Basic	Taxes	Total
Commitment	649760.39	116956.87	766717.26

3. The two major contracts for setting up the plant i.e. Coal Gasification plant and Ammonia Urea

Particular	USD Portion of contracts		INR portion of Contracts (In Rs Lakhs)		Total INR
	USD million	USD Converted in INR (In Rs lakh)	Basic	Taxes	
Coal Gasification Plant					
Total Contract Value	292.65	223378.13	251373.72	89866.93	564618.78
Balance Commitment value	173.38	145551.27	150034.97	50217.05	345803.29
Ammonia-Urea Plant					
Total Contract Value	148.10	113044.78	99710.24	41321.15	254076.17
Balance Commitment value	67.89	56995.13	69051.98	21921.99	147969.10

Liabilities involved foreign currency exposure as on 31.03.2024 of LSTK Contracts are provided below:

Particular	Amount in USD (in million)		Amount converted in Rs lakhs	
	Ammonia-Urea Plant	Coal Gasification Plant	Ammonia-Urea Plant	Coal Gasification Plant
Liability amount as on 31.03.2024	1.42	9.68	1196.27	8126.90

4. Enterprise Social Commitment (ESC) Cost

As per Environment clearance for TFL accorded by Ministry of Environment, Forest and Climate Change, 2.5% of the project capital cost has been earmarked towards ESC. Accordingly, estimated ESC cost of Rs. 427.02 Crores has now been considered as part of overall Project Cost (not considered in Original DFR project cost estimate). In the FY 2023-24 provision for ESC is provided for Rs.427.02 Crore i.e 2.5% of the approved revised project Cost.

Expenses on various Environment Pollution Control measures, which includes monitoring system for emission and other statutory requirements under other acts/ regulations as stipulated in Specific/ General conditions of the ESC will be incurred once the plant comes in to operation.



5. CSR policy is applicable on the company. Till date no CSR policy has been formed and no expenditure has been incurred by the company on CSR. Whenever company will start earning profits, provision for CSR will be made as per the law.
6. In case where balance confirmation has not been obtained, book balance have been taken.
7. There is no delayed payment due to the Micro, Small and Medium Enterprises as at the end of the period.

Details of MSME

Particulars	Rs in Lakhs	
	As at 31.03.2024	As at 31.03.2023
Trade Payable - Total outstanding dues of Micro & Small enterprises	9.23	11.32
Other Trade Payables for capital expenditure-MSME	2.13	28.31
a) Principal & Interest amount remaining unpaid but not due as at period end	Nil	Nil
b) 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 period.	Nil	Nil
c) 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.	Nil	Nil
d) Interest accrued and remaining unpaid as at period end	Nil	Nil
e) 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.	Nil	Nil

8. The Company had requested Department of Fertilizers (DoF) to formulate and finalize the subsidy policy for urea produced through coal gasification route which should have linkage of realization price of Urea with the raw material cost. Urea subsidy policy based on Coal Gasification for TFL was approved by CCEA on 20.04.2021.
9. **Revised Project cost and Means of Finance.**
 - The approved Project Cost for the project is Rs.13,277.21 Crore has been funded in approved Debt: Equity ratio of 72:28 through sanctioned Rupee Term Loan of Rs.9,559.59 crore by Banks and Equity commitment of Rs.3,717.62 Crore by Promoters.
 - The increase in Project Cost of Rs. 3,803.48 Crore is proposed to be funded through Debt of Rs. 708.94 Crore and Equity of Rs. 3,094.54 Crore in line with RBI guidelines resulting revised Debt: Equity ratio of 60:40.
 - Details of cost overrun is stated below: -

Description	Original	Revised
Project Cost (Rs. Crore)	13,277.21	17,080.69
Total Debt (Rs. Crore)	9,559.59	10,268.53
Total Equity (Rs. Crore)	3,717.62	6,812.16

10. During the FY 2020-21, loan for an amount of Rs. 9559.59 crore has been allocated to TFL. The loan amount is to be disbursed by consortium of banks. The interest rate of loan is 6 month SBI MCLR plus spread of 0.65% p.a. The spread shall remain fixed for the entire period of the Facility except in the case as provided in the Term Sheet. MCLR shall be floating with semi - annual rests. The loan disbursement has started from 2022-23 and the present outstanding balance as on 31.03.2024 is Rs.2706.45 crore.

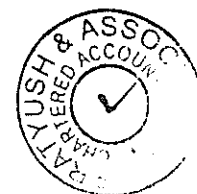


11. The Company is in possession of following fund based/non-fund-based CPS received from suppliers/contractors/customers, etc. which has not been accounted for.

Sl. No.	Nature of Security	As at 31.03.2024		As at 31.03.2023	
		INR In Lakh	USD in Million	INR Lakh	USD in Million
1	Bank Guarantee	96992.25	112.58	95246.18	112.58
2	Letter of Credit	-	-	-	-
3	FDR/TDR	4.22	-	-	-

12. The original Concession Agreement (CA) was signed for the land area measuring 899.291 acres of FCIL Talcher land. However, there are some changes in the total quantum of land along with changes in Taluka wise Land, since the time of signing original concession agreement. Accordingly, Revise concession agreement was signed on 03-04-2024 for the land area measuring 876.135 acres which includes around 0.205 acres of land awaiting Record of Right (RoR) and 4.98 acres of land which is Non-RoR Category. Out of total Land approx. 3.296 acres is under encroachment. The necessary action for same is currently underway.
13. As per Section 138 of the Companies Act, 2013, internal auditor is required to be appointed in the company if the paid up share capital of the company exceeds Rs. 50 crore in preceding financial year. The paid up share capital of the company exceeded Rs. 50 crore and company has appointed internal auditors for FY 2023-24.
14. As per Rule 18(1) of CGST/SGST Rules, all registered taxpayers to display their registration certificate at a prominent location at their principal place of business along with every place of business. In compliance of the said rule the company affixed its GST registration certificate at principal place of business along with other places of business on and from the month of June 2022 is being followed.
15. As per Companies Act 2013, it is necessary for the company to have its name board outside its registered office, along with its name, Company's Identification Number, registered office address, phone number and e-mail id, fax number and website address. In compliance of above, company affixed the Name Board with all required details at registered office premises in the month of June 2022.
16. As per section 203 of Companies Act,2013 Every listed company and every other companies having paid up share capital of rupees 10 crores or more shall have a whole time company secretary in their Board. In compliance of the said section, company has appointed Mr. M.Vishwanathan, as the Company Secretary
17. Information required as per Schedule III of the Companies Act 2013:
Talcher Fertilizers Limited have not procured any import items. The imported items are being imported by Contractors.

Particulars		As at 31.03.2024	As at 31.03.2023
A	CIF Value of Import	Nil	Nil
B	Expenditure in Foreign Currency	Nil	Nil
C	Value of Raw materials, Stores, Spares & Components consumed	Nil	Nil
D	Earning in Foreign Currency	Nil	Nil



18. Related Part Disclosure:

Related parties -

a) Coal India Limited	Joint venture partner
b) GAIL India Limited	Joint venture partner
c) Rashtriya Chemical & Fertilizers Limited	Joint venture partner
d) Fertilizer Corporation of India Limited	Joint venture partner

Transactions with related parties:

(Amount in ₹ lakhs)		
Cost of salary and travelling exp etc. of employees/advisors:	As at 31.03.2024	As at 31.03.2023
a) Coal India Limited	247.48	254.43
b) GAIL India Limited	968.43	1800.06
c) Rashtriya Chemical & Fertilizers Limited	472.84	725.17
TOTAL	1688.75	2779.66
(Amount in ₹ lakhs)		
Cost of rent and electricity for office space:	As at 31.03.2024	As at 31.03.2023
a) Coal India Limited	0	Nil
b) GAIL India Limited	66.3	136.19
c) Rashtriya Chemical & Fertilizers Limited	2.18	1.70
TOTAL	68.34	137.89
(Amount in ₹ lakhs)		
Other expenses:	As at 31.03.2024	As at 31.03.2023
a) Coal India Limited	0.11	Nil
b) GAIL India Limited	Nil	Nil
c) Rashtriya Chemical & Fertilizers Limited	10.24	Nil
TOTAL	10.35	Nil

19. Key Managerial Personnel:

(Amount in ₹ lakhs)		
Names with Designation :	Remuneration for the Year ended on 31.03.2024	Remuneration for the Year ended on 31.03.2023
a) Shri S N Yadav - Managing Director Out Going)	54.63	92.10
b) Shri Vivek Srivastava - Managing Director W.e.f 01.08.2023	44.81	0
c) Shri Sanjay Arora- Director (Operations) - outgoing	10.15	54.65
d) Shri Vivek Srivastava - Director (Operations) - W.e.f 12.05.2023	10.69	Appointed in May 2023
f) Ms. A Lakshmi Prabha-Director (Director Finance)	41.63	23.79
g) Shri M. Viswanathan - Company Secretary	18.12	7.76
h) Shri Shyamal Roy (Director Operations) W.e.f 15.09.2023	54.96	0

20. Statement of total comprehensive income for the year ended 31.03.2024 (Rs. in Lakh):

Net increase/(decrease) in total Comprehensive income	(Rs.481.48)
Other Equity as at 31.03.2024	(Rs.3200.81)

21. Reconciliation between ITC as per GSTR 3B and as per account (in ₹ Lakh)

GST Receivable as per Accounts is Rs.72164.68
Less Output GST for March 2024 to be taken in Accounts at the time of return filing - NIL
GST Receivable as per GSTR 3B is Rs.29566.84

22. Contingent Liabilities- Claims against the Company not acknowledged as debts-

Particulars	As at 31.03.2024	As at 31.03.2023
Income Tax	18.58	18.58
GST	24001.23	4904.99
Total	24019.81	4923.57

Notice had been issued by GST department on mismatch of ITC in a particular month. Talcher Fertilizers Limited had availed ITC within the timeline given under the provision of GST act. Replies to this demand has already been submitted by TFL to GST department.

Similarly, appeal has also been filed before CIT (appeals) to quash the demands related to TDS.



Other Disclosures on Contingent Liabilities:

(1) Case No-CONTC No-4330 of 2021 For admission of case (POHAP SINGH KATARIA SECURITY AGENCY V/S Ravikant & ORS) (TALCHER FERTILIZER LTD.,TALCHER)) in in the High court of Orissa. Liability amounting to Rs 41.10 Lakhs has already been provided in Books of Accounts on 31.03.2021.

(2) WP.(C) No.24062 of 2021 For admission of case (Khirood Kumar Naik V/S State of Orissa (TALCHER FERTILIZER LTD.,TALCHER) in the High court of Orissa. The petitioner has alleged that contractor engaged by TFL has adopted improper practice of ash dumping thereby water streams in nearby village area. The matter had been listed in court only once and no order has been served. Since, no financial data is involved, it is not possible to provide any financial implication pertaining to the said case. Contingent liabilities as on 31.03.2024 is Rs. 10.00Lakh is estimated.

(3) WP.(C) No.33999 dated 17.10.2023 by Sukhmay Nayak was filed in High Court for arbitrary withdrawal of offer appointment of M/S TFL by which the petitioner suffered financial loss and harassment for which compensation of Rs.5.56 Lakhs prayed for.

23. Variance Analysis:

(Amount in ₹ lakhs)

Ratio	Numerator	Denominator	Year ended on 31.03.2024	Year ended on 31.03.2024	Variance
(a) Current Ratio	88580.61	61223.93	1.45	1.49	-2.68%
The current ratio is a liquidity ratio that measures the current resources to meet its short-term obligations. Current ratio has been calculated as Current Assets divided by Current liabilities.					
Reason for high variance: Due to decrease in Current Assets, especially in case of decrease in Cash & Cash equivalents.					
(b) Debt-Equity Ratio	270645.00	238443.94	1.14	0.20	454.13
The debt-equity ratio is a measure of the relative contribution of the creditors and shareholders or owners in the capital employed in business. Formula for calculation of Debt Equity ratio is Long term Debt Divided by Equity share Capital					
(c) Debt Service Coverage Ratio	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
This ratio measures the net operating income available to pay the short-term debt. The Debt Service Coverage Ratio is a useful benchmark to measure company's ability to meet their debt payments with cash. Formula for calculation of DSCR = EBIT divided by Interest.					
(d) Return on Equity ratio	-734.00	241,644.75	-0.30%	-0.10%	190.66%
Return on equity (ROE) is a measure of financial performance calculated by dividing net income by Average shareholders' equity. Where Net Income is Profit after tax for the period, average shareholders' equity = (Opening Equity share capital + Closing Equity share capital)/2					
Reason for high variance: During current period, there increase in loss has resulted in positive variance.					
(e) Inventory turnover ratio	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Inventory turnover is a financial ratio showing how many times inventory has been sold during a given period. Then days are divided in the period by the inventory turnover formula to calculate the days. Inventory Turnover is calculated by Divided Cost of Goods Sold/Average Value of Inventory.					
(f) Trade Receivables turnover ratio	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
The receivables turnover ratio is an accounting measure used to quantify a company's effectiveness in collecting its accounts receivable, or the money owed by customers. Account receivables Turnover = Gross Credit Sales/Average trade receivables.					
(g) Trade Payables Turnover Ratio	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Trade payable turnover shows how many times a company pays off its accounts payable during a period. Trade payables turnover ratio = Total Purchases/Average Trade payables					
(h) Net capital turnover ratio	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Net Capital turnover is the measure that indicates organization's efficiency in relation to the utilization of capital employed in the business and it has been calculated as a ratio of total annual turnover divided by the total amount of stockholder's equity (Share Capital+ other equity)					
(i) Net profit ratio	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Net profit as a percentage of Net Sales					
(j) Return on Capital Employed	-729.77	509088.94	-0.14%	-0.09%	65.34%
Earning before interest and tax (EBIT) / Capital employed, where capital employed is total of Assets - current liabilities					
Reason for high variance: During current period, losses have been increased.					
(k) Return on Investment	-734.00	238443.94	-0.31%	-0.11%	191.55%
Profit after tax (PAT)/ Equity. Where Equity is total of share capital and other equity of the company.					
Reason for high variance: During current period, losses have been increased.					



24. The Talcher Fertilizers Limited (TFL) Plant envisages natural gas supply for its internal requirement. The natural gas will be required in the Coal Gasification unit, Ammonia Urea unit & for Flare system.

The Gas Sale Agreement (GSA) was signed with GAIL (India) Ltd on 15.12.2023 with average daily volume of 0.057 MMSCMD.

25. FICC Vide reference no. FICC/CE/179/2022 Dated 27.10.2022 has informed that the feedstock assessment of 3 MTPA of coal for the fertilizer plant of Talcher Fertilizers Limited is sponsored under fertilizer priority for long term coal linkage by FICC. Department of fertilizers vide O.M No. 14023/11/2014-FP dated 01.11.2022 has forwarded the recommendation of FICC with the request to allocate 3 MMTPA of coal under long term coal linkage to TFL as assessed by TFL to ministry of Coal.

Ministry of coal has forwarded the recommendation of FICC and requested coal India to earmark the coal quantities assessed and recommended by the FICC/ Department of fertilizer for Talcher Fertilizers Limited and conclude the FSA.

Accordingly, Long term Coal linkage has been approved by CIL for quantity of 3MMTPA.


26. Previous year's figures have been restated, regrouped and rearranged wherever considered necessary, in order to make them comparable.

27. Note 1 and 2 represents Corporate Information and Significant Accounting Policies respectively, note 3 to 18 form part of the Balance Sheet as at 31.03.2024 and 19 to 23 form part of Statement of Profit & Loss for the Year ended on 31st March 2024 on that date. Note 24 represents additional notes to the financial statements.

As per our Audit Report of even date

For and Behalf of Board of Directors

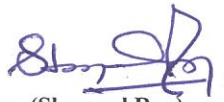
Talcher Fertilizers Limited


For Pratyush and Associates
Chartered Accountants
Firm Registration No. 322996E
CA. Pratyush Ranjan Mohanti
Partner
Membership No. 057557

UDIN: 24057557BKFKZ6259

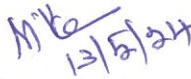
Dated: 13.05.2024.

Place: Bhubaneswar


(Shyamal Roy)
DIN: 10304405
Director(O)


(Ambati Lakshmi Prabha)
DIN: 09637525
Director(Fin)


(Vivek Srivastava)
MD-TFL
DIN: 10131772


(M Viswanathan)
Company Secretary
FCS 10594

