



TALCHER FERTILIZERS LIMITED

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

10TH ANNUAL REPORT

(2024-25)

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BOARD OF DIRECTORS

(AS ON SEPTEMBER 12, 2025)



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



Shri Chiranjib Patra
Nominee Director, CIL

MEMBERS OF THE BOARD

(As on September 12, 2025)

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 : Nominee Director, RCF

Shri Naresh Arya : Nominee Director, FCIL

Shri Chiranjib Patra : Nominee Director, CIL

Permanent Invitees:

Shri Satyabrata Mishra : COO (Upstream)

Shri Sunil Pevekar : COO (Downstream)

Company Secretary:

Shri Rahul Kr. Tiwari

MANAGEMENT DURING 2024-25

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 : Nominee Director

Shri Naresh Arya : Nominee Director (From 22.05.2024)

Dr. Peeyush Kumar : Nominee Director (From 04.09.2024 to 26.02.2025)

Shri P. P. Patil : Nominee Director (Till 04.04.2024)

Dr. A. K. Samantaray : Nominee Director (Till 30.06.2024)

Smt. Geeta Mishra : Nominee Director (From 23.04.2024 to 14.05.2024)

Chief Financial Officer:

Smt A. Lakshmiprabha : Chief Financial Officer

Company Secretary:

Shri Rahul Kr. Tiwari : (From 01.07.2024)

Shri M. Viswanathan : (Till 30.06.2024)

Registered Office:

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

Site Office :

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

Statutory Auditor:

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

Secretarial Auditor:

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

Internal Auditor:

M/s. Chatterjee Gazi & Associates
Ground Floor, Radharani Apartment, 28 Tilak Chowdhury Lane, Dumdum,
Kolkata, West Bengal - 700030,
Email: cq.co513@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 (Lead Bank), New Delhi along with other Consortium Banks

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given to the members of M/s. Talcher Fertilizers Limited (“TFL”/ “Company”) that the 10th (Tenth) Annual General Meeting of the Company will be held at shorter notice on **Friday, September 26, 2025, at 11:00 A.M.** through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility at the Administrative Building, Talcher Fertilizers Limited, Talcher, P.O. Vikrampur, Distt. – Angul (Odisha) - 759106 i.e. the place where all the recordings of the proceedings at the Meeting would be made, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 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, and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, Report of Directors and Auditors thereon and the comments of the Comptroller & Auditor General of India thereon be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri Vivek Krishnakumar Srivastava (DIN - 10131772) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Shri Vivek Krishnakumar Srivastava (DIN - 10131772), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and Clause 112 of Articles of Association of the Company and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. To appoint a Director in place of Shri Shyamal Roy (DIN - 10304405) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Shri Shyamal Roy (DIN - 10304405), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and Clause 112 of Articles of Association of the Company and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. To authorize the Board of Directors to fix the remuneration of Statutory Auditors appointed by C&AG for the Financial Year 2025-26 and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration, out of pocket expenses, travelling expenses and other ancillary expenses of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India for conducting the Audit of the accounts of the Company for the Financial Year 2025-26.”

SPECIAL BUSINESS:

5. To appoint Shri Chiranjib Patra (DIN - 10984975) as Director of the Company 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 the provisions of Section 152, 160 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) read with the Articles of Association of the Company, Shri Chiranjib Patra, (DIN - 10984975) who was appointed by the Board of Directors as an Additional Director to function as a Part Time Director of the Company with effect from April 08, 2025 and in respect of whom the Company has received a notice under Section 160 of Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Part-time Director liable to retire by rotation.”

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

Date: 19.09.2025
Place: Talcher, Odisha

(Rahul Kr. Tiwari)
Company Secretary
ACS - 40333

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

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

- 1. All Shareholders of the Company;**
- 2. All Directors of the Company;**
- 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, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 ("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 Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at comsecy@tflonline.co.in
7. The Notice calling the AGM has been uploaded on the website of the Company at <http://tflonline.co.in/>.
8. Those Shareholders whose email IDs are not registered/ updated, are requested to register/update their email ID with the Company by sending a mail to comsecy@tflonline.co.in
9. 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, are enclosed with this notice.

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.5:

In pursuance to nomination received from Coal India Limited, the Board of Directors in 108th Meeting held on April 08, 2025 had appointed Shri Chiranjib Patra [DIN: 10984975], as an Additional Director to function as part time Director in the Company. His tenure as an Additional Director is up to the date of next AGM or last date on which the AGM should have been held, whichever is earlier.

The details regarding his qualification, expertise, date of first appointment on the Board, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are enclosed with this notice.

He is not drawing remuneration or sitting fees from the Company. He holds one share in the Company.

The Company has received a notice in writing pursuant to provision of Section 160 of the Companies Act, 2013, signifying intention to propose the appointment of Shri Chiranjib Patra as Director on the Board of the Company.

Shri Chiranjib Patra is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

No Director, key managerial personnel or their relatives, except Shri Chiranjib Patra 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.

Brief profile of Shri Chiranjib Patra as required under Secretarial Standards on General Meeting are enclosed with this notice.

BRIEF DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 10TH AGM OF THE COMPANY

Name	Shri Vivek Krishnakumar Srivastava (DIN - 10131772)	Shri Shyamal Roy (DIN - 10304405)	Shri Chiranjib Patra (DIN - 10984975)
Date of Birth & Age	28.01.1969 (56 years)	20.12.1970 (55 Years)	19.11.1967 (57 years)
Date of first Appointment on the Board	Designated as Director (Operation) w.e.f. 12.05.2023 to 31.07.2023 (FN) and as Managing Director from 31.07.2023 (FN)	Designated as Director (Operation) w.e.f. 15.09.2023	Designated as Director (Part Time) w.e.f. 08.04.2025
Qualification	Chemical Engineer from Institute of Technology-Banaras Hindu University, Varanasi (Now known as IIT-BHU)	Chemical Engineer from Jadavpur University, Kolkata	Mining Engineer from IIST Shibpur
Experience	<p>Shri Vivek Krishna Kumar Srivastava is working as Managing Director in TFL.</p> <p>Before that he joined Rashtriya Chemicals and Fertilizers Limited in December 1991 as Management Trainee and rose to the post of Chief General Manager in April-2025. In his long career spanning of more than 33 years, he has worked in various capacities in Urea, Heavy Water Plant, Fire & Safety and NPK project.</p> <p>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</p>	<p>Shri Shyamal Roy is working as Director (Operations) in TFL.</p> <p>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 along-with ZLD).</p> <p>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.</p> <p>He has more than 29 years of experience in Mega Petrochemical Plant operations particularly in Gas Cracker Unit, Technical Services Deptt., Integrated Offsite Plant & having wide exposure of</p>	<p>Shri Chiranjib Patra is working as Executive Director (Corporate Affairs & Business Development) at Coal India Limited. In present profile, he is undertaking diversification initiatives in Coal – to – Chemical Projects, Acquisitions of critical mineral assets, thermal power projects and renewable projects.</p> <p>He has experience of 34 years in the coal mining industry including experience as Mine Planning & Design Consultant. His experience includes, working in underground coal mine, preparation & appraisal of Coal & Metal mining projects and R&D projects for subsidiaries of Coal India Limited (CIL), IISCO-SAIL, MOIL India Limited, etc., preparation of policy documents for CIL viz. model bid documents for development and extraction of coal from</p>

	Audits, Safety training and HAZOP.	carrying out mega turnaround of entire Petrochemical Complex. 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.	mines on risk-gain, hiring, turnkey & mine-developer-cum-operator (MDO) basis, support to Ministry of Coal (MoC) for allocation of coal blocks, vetting of Mining Plans & technical matters, working as a consultant to ECL, BCCL and SECL for undertaking CBM projects, implementation of pilot scale R&D project on underground Coal Gasification in Eastern Coalfields Limited.
Directorship held in other Companies (As per last disclosure received from the Directors)	NIL	NIL	1. Hindustan Urvarak & Rasayan Limited 2. Rajasthan Akshay Urja Limited
Membership / Chairmanship of Committees in other Companies*	NIL	NIL	Hindustan Urvarak & Rasayan Limited: Member – NRC Member – CSR
Relationship with other Directors / KMP of the Company	None	None	None
No. of shares held in TFL	NIL	NIL	1 (One)
Terms & Conditions of appointment and re-appointment	Nominee of Rashtriya Chemicals And Fertilizers Limited ("RCFL"), Promoter Company	Nominee of Gail (India) Limited ("GAIL"), Promoter Company	Nominee of Coal India Limited ("CIL"), Promoter Company
Details of Remuneration (to be paid / last drawn)	Remuneration paid by his Parent Organization and reimbursed by TFL	Remuneration paid by his Parent Organization and reimbursed by TFL	NIL
Attendance in Board Meetings held during 2024-25	No. of Board Meetings held: 12 No. of Board Meetings attended: 12	No. of Board Meetings held: 12 No. of Board Meetings attended: 12	No. of Board Meetings held during his appointment in FY 2024-25: 0 No. of Board Meetings attended: 0

**Note: Membership/ Chairmanship pertaining only to Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee have been taken into consideration.*

Brief Profiles of Directors

1. Shri Deepak Gupta (DIN 09503339) :

Shri Deepak Gupta is a distinguished Mechanical Engineer from Delhi College of Engineering (now DTU), with 35 years of rich and multifaceted experience in the Oil & Gas sector. A certified Project Management Professional (PMP®) from PMI, USA, he is widely respected for his expertise in Project Management, Construction Management and Business Development across diverse domains within the hydrocarbon value chain.

Mr. Gupta's professional journey is marked by his leadership in executing large-scale, complex projects from concept to commissioning, across varied implementation models - EPC (LSTK), EPCM, OBE, and PMC. His ability to seamlessly integrate multi-disciplinary, cross-functional teams across geographies has been a cornerstone of his success in delivering mission-critical infrastructure in complex and challenging environments.

During his tenure at Engineers India Limited (EIL), Mr. Gupta played a pivotal role in leading the implementation of the \$19 billion, 650 KBPSD Dangote Refinery and Petrochemical Complex in Nigeria - the world's largest single-train greenfield refinery and the largest in the African continent. He has also led the delivery of the HMEL Bhatinda Polymer Project—one of India's largest petrochemical installations - and conceptualization & pre-project activities of the first greenfield refinery project in Mongolia, contributing significantly to India's global energy diplomacy.

His contributions extend to other strategic assets, including the Petrochemical Expansion Project at Pata for GAIL and the PFCC unit under MRPL's Phase III Expansion in Mangalore. As Convener of the CHT Committee on Project Execution Best Practices, Mr. Gupta has driven systemic improvements in project execution models across the industry.

Mr. Gupta has authored several articles & papers 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.

In addition to Chairman, TFL, Mr. Gupta, is concurrently on the Board of Directors of some Joint Venture Companies of GAIL, which includes ONGC Petro-additions Limited (OPaL) and South-East Asia Gas Pipeline Company Limited (SEAGP) as Director. He does not hold any share in TFL.

2. Shri Vivek Srivastava (DIN 10131772) :

Shri Vivek Srivastava is a 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 also 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 Chief General Manager in April-2025. In his long career spanning more than 33 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. Shri 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 29 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.

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.

He does not hold any other Directorship. He does not hold any share in TFL.

4. Smt. Ambati Lakshmiprabha [DIN - 09637525] :

Smt. Ambati Lakshmiprabha is a nominated Director (Finance), Talcher Fertilizers Limited (TFL) since 4th June 2022. She has diverse experience of 25 years of which last 13 years have been in Coal Industry incl. 7 years in implementation of first of its kind Coal Gasification based Ammonia Urea Plant in India. During the course of Project implementation, she has established fully functional Finance Department at Talcher Site, Odisha. She is associated with TFL from October 2018 and has played active role in achievement of the Financial closure of long-term debt on project finance basis for TFL Project from consortium of Lenders including negotiation of terms of sanction and Facility Agreement. 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. She 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 Executive Director (Projects, Co-ordination, Corporate & IT) at Rashtriya Chemicals and Fertilizers Limited. In his long career spanning more than 35 years, he has worked in various capacities in the field of Projects Planning & Development, Plant operation & Maintenance, Administration, IT 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". Heading the Corporate Technical department, he has coordinated in the finalization of two Projects at Thal namely, NPK plant and an Energy saving scheme by way of revamp of Ammonia plant at Thal. 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. He does not hold any other Directorship.

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). He is not holding any shares in Talcher Fertilizers Ltd.

7. Shri Chiranjib Patra - (DIN 10984975) :

Shri Chiranjib Patra is a Mining Engineer from IEST Shibpur. He has experience of 34 years in the coal mining industry including experience as Mine Planning & Design Consultant.

His experience includes, working in underground coal mine, preparation & appraisal of Coal & Metal mining projects and R&D projects for subsidiaries of Coal India Limited (CIL), IISCO-SAIL, MOIL India Limited, etc., preparation of policy documents for CIL viz. model bid documents for development and extraction of coal from mines on risk-gain, hiring, turnkey & mine-developer-cum-operator (MDO) basis, support to Ministry of Coal (MoC) for allocation of coal blocks, vetting of Mining Plans & technical matters, working as a consultant to ECL, BCCL and SECL for undertaking CBM projects, implementation of pilot scale R&D project on underground Coal Gasification in Eastern Coalfields Limited.

He is presently holding the position of ED (Corporate Affairs & Business Development) at CIL as part of the Business Development Division. In his present profile, he is undertaking diversification initiatives in Coal-to-Chemical Projects, Acquisition of Critical Mineral Assets, Thermal Power Projects and Renewable Projects.

In addition to TFL, he is serving as Director on the Board of Hindustan Urvarak & Rasayan Limited and Rajasthan Akshay Urja Limited. He is holding one share in TFL.

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 10th Annual Report of Talcher Fertilizers Limited (TFL) and Audited Accounts for the year ended 31st March, 2025 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. 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 enhanced cost of INR 17,080.69 Crore (\pm 10%) Crore. 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 MTPD 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 64:36. 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 (Lump Sum Turnkey) 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 April 20, 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 9,560 Crore through a consortium of lenders led by SBI based on the already approved Project Report.

TFL has committed approx. Rs. 6098.87 Crore for various project activities till 31st March 2025.

FINANCIAL PERFORMANCE:

Particulars	(Rs. in Lakh)	
	2024-25	2023-24
Total Income	1288.28	59.02
Total Cost before Depreciation and Tax	904.95	730.40
Profit before Depreciation and Tax	383.33	(671.38)

Depreciation/Impairment	110.06	58.39
Profit/ (Loss) before tax	273.27	(729.77)
Provision for Tax (including deferred Tax liability/ Asset)	26.33	4.23
Net Profit / (loss)	246.94	(734.00)

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 as on March 31, 2025 was Rs.4,200 Crore divided into 4,20,00,00,000 Equity Shares of Rs.10/- each.

PAID-UP SHARE CAPITAL:

The Total Paid-up Equity Share Capital of the Company as on March 31, 2025 was Rs. 27,06,44,68,760/- divided into 270,64,46,876 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.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of the business of the Company during the financial year ended on March 31, 2025.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE:

During the year under review, TFL has no subsidiaries, associates and Joint Ventures Companies as on March 31, 2025.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report except as mentioned below. There has been no change in the nature of the business of the Company.

In order to finance its construction activities, the Company undertook Rights Issue of Shares to existing shareholders of the Company in May 2025 and June 2025. Hence, the subscribed share capital of the Company had increased from 27,06,44,68,760/- to Rs. 33,06,44,57,660 dated May 02, 2025, and subsequently to Rs. 54,41,45,93,080 dated June 27, 2025, as per the details given below:

Date of Allotment	No. of Equity Shares allotted	Total Amount of Shares Issued (in Rs.)	Remarks
May 02, 2025	59,99,98,890	5,99,99,88,900	The allotment is done under 'Right Issue' to three Promoter Companies i.e. CIL, GAIL and RCF except FCIL.
June 27, 2025	2,13,50,13,542	21,35,01,35,420	The allotment is done under 'Right Issue' to two Promoter Companies i.e. CIL and GAIL

In terms of WECL request followed by PDIL recommendation, TFL's Board approved the provisional extension for both WECL packages until March 2028, with plant commissioning expected in December 2027. Under prevailing RBI guidelines, any extension exceeding two years from the originally approved Date of Commencement of Commercial Operations (DCCO) triggers re-classification of the debt account by lending banks in accordance with regulatory norms.

Since the revised DCCO for the TFL project extends beyond that two-year threshold, the lending banks had ceased further disbursements. It was anticipated that the TFL debt account would become subject to the regulatory re-classification starting 1 July 2025, as per RBI norms.

Accordingly, in compliance with applicable directives from concerned authorities, TFL prepaid Rs. 4,501.61 Crore of its outstanding debt in June 2025, supported by its promoters—comprising Rs. 2,135.04 Crore in equity and Rs. 2,365.00 Crore as promoter debt in the form of an Inter-Corporate Loan (ICL).

To enable this funding structure via equity and ICL, the Company held its 9th Extraordinary General Meeting on 19 June 2025, during which it amended its Memorandum and Articles of Association. The authorized share capital was increased from Rs. 4,200 Crore to Rs. 7,500 Crore. Additionally, the Company enhanced its borrowing capacity from Rs. 10,000 Crore to Rs. 15,000 Crore and obtained the required authorizations to create security over its assets.

Following this repayment, fresh long-term Rupee Term Loan (RTL) funding is now in process. It aligns with the revised project cost of Rs. 19,062.22 Crore, as assessed by PDIL, and is backed by promoter equity commitments to meet the project's remaining funding requirements.

KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel of the Company:

1. Shri Vivek Srivastava, Managing Director;
2. Shri Shyamal Roy, Director (Operations);
3. Smt. Ambati Lakshmiprabha, Director (Finance) and CFO;
4. Shri Rahul Kumar Tiwari, Company Secretary (From 01.07.2024);
5. Shri M Viswanathan, Company Secretary (till 30.06.2024).

RISK MANAGEMENT:

TFL Board in its 111th Board Meeting dated May 29, 2025 approved the Enterprise Risk Management (ERM) Policy ERM Framework of the Company. This Policy has been developed to promote risk management within the Company, with an aim to achieve its strategic objectives, by recognizing the risks that may impact the Company, and minimizing the adverse consequences arising from their occurrence. The policy supports the Company's endeavor to design, implement, monitor, review, and continually improve its risk management practices.

FRAUD PREVENTION POLICY AND WHISTLE BLOWER POLICY:

Based on the recommendation of Audit Committee, TFL -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 P. P. Patil (DIN 09747446) ceased to be a Nominee Director w.e.f April 04, 2024;
- (ii) Smt. Geeta Mishra (DIN 09354822) was appointed as a Nominee Director to function as Non- Executive Director w.e.f. April 23, 2024;
- (iii) Smt. Geeta Mishra (DIN 09354822) ceased to be a Nominee Director w.e.f May 14, 2024;
- (iv) Dr A K Samantaray (DIN 07090691) ceased to be a Nominee Director w.e.f June 30, 2024;
- (v) Shri Naresh Arya (DIN 10627329) was appointed as a Nominee Director to function as Non- Executive Director w.e.f. May 22, 2024;
- (vi) Dr. Peeyush Kumar (DIN 07201444) was appointed as a Nominee Director to function as Non- Executive Director w.e.f. September 04, 2024;
- (vii) Dr Peeyush Kumar (DIN 07201444) ceased to be a Nominee Director w.e.f February 26, 2025.

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 re-appointed as Statutory Auditor of the Company for the financial year 2024-25 by the office of C&AG.

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, 2025 vide their Report dated May 19, 2025. The Statutory Auditors Report 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 Section 143 (6) (b) of Companies Act, 2013 on July 22, 2025 with NIL Comment and therefore do not require any management reply. The C&AG NIL Report is enclosed as **Annexure-2**.

REPORTING OF FRAUDS BY AUDITORS:

The Auditors in their report for the year have not reported any instance of fraud committed by the officers/employees of the Company.

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, Twelve (12) meetings were held by the Board of Directors viz. on April 23, 2024, May 02, 2024, May 13, 2024, May 22, 2024, June 27, 2024, September 04, 2024, September 24, 2024, November 21, 2024, December 07, 2024, January 31, 2025, February 27, 2025, March 29, 2025 respectively. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Shri Deepak Gupta	Chairman	12 out of 12
2.	Shri Vivek Srivastava	Managing Director	12 out of 12
3.	Shri Shyamal Roy	Director (Operations)	12 out of 12
4.	Smt. A. Lakshmiprabha	Director (Finance)	12 out of 12
5.	Shri G Seshadri	Nominee Director	12 out of 12
6.	Shri Naresh Arya	Nominee Director	7 out of 9
7.	Shri P. P. Patil	Nominee Director	0 out of 0
8.	Smt. Geeta Mishra	Nominee Director	2 out of 3
9.	Dr. A. K. Samantaray	Nominee Director	2 out of 5
10.	Dr. Peeyush Kumar	Nominee Director	4 out of 5

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. Subsequently, TFL Board re-constituted the Audit Committee as and when required. As on March 31, 2025, TFL Audit Committee consist of Sri G Seshadri as Chairman, Sri Naresh Arya and Smt. A. Lakshmiprabha as members.

During the year, Ten (10) meetings of Audit Committee were held viz. on April 03, 2024, April 29, 2024, May 09, 2024, July 18, 2024, August 12, 2024 and August 13, 2024, August 14, 2024, October 21, 2024, February 18, 2025, March 26, 2025, and March 29, 2025 respectively. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Shri G. Seshadri	Chairman	10 out of 10
2.	Smt. A. Lakshmiprabha	Member	10 out of 10
3.	Shri P P Patil	Member	1 out of 1
4.	Smt. Geeta Mishra	Member	2 out of 2
5.	Shri Naresh Arya	Member	7 Out of 7

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. Subsequently, TFL Board re-constituted the Nomination & Remuneration Committee as and when required. As on March 31, 2025, TFL Nomination & Remuneration Committee consist of MD and Director (Operations) as members and Company Secretary to function as Secretary to the Committee. Dr. Peeeyush Kumar, Chairman – NRC, ceased to be the Director w.e.f February 26, 2025.

During the year, Four (4) meetings of Nomination & Remuneration Committee were held on May 13, 2024, June 13, 2024, September 20, 2024 and January 27, 2025 respectively. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Dr. A K Samantaray	Chairman (Upto June 30, 2024)	2 out of 2
2.	Shri Vivek Srivastava	Member	4 out of 4
3.	Shri Shyamal Roy	Member	4 out of 4
4.	Dr. Peeyush Kumar	(W.e.f September 04, 2024 and Upto February 26, 2025)	2 out of 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.127.63 Crore

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, 2025;
- 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 Lakh)

Sr. No.	Name of related party	Year ended 31.03.2025	Year ended 31.03.2024
1	Coal India Limited	269.78	247.48
2	GAIL India Limited	729.95	968.43
3	Rashtriya Chemicals and Fertilizers Limited	530.12	472.84

b. Cost of Rent and electricity for office space

(Rs. in Lakh)

Sr. No.	Name of related party	Year ended 31.03.2025	Year ended 31.03.2024
1	GAIL India Limited	8.15	66.30
2	Rashtriya Chemicals and Fertilizers Limited	2.25	2.18
3	Fertilizers Corporation of India Limited (Lease Rent)	4.00	0.00

C. Other Expenses

(Rs. in Lakh)

Sr. No.	Name of related party	Year ended 31.03.2025	Year ended 31.03.2024
1	Coal India Limited	0.00	0.11
2	Rashtriya Chemicals and Fertilizers Limited	4.10	10.24

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 2024-25.

The Secretarial Auditor had conducted the Secretarial Audit for the year 2024-25 and submitted their report which is enclosed as **Annexure-3**. The Secretarial Auditor had given a clean report without any adverse remarks/comments.

INTERNAL AUDIT:

M/s Chatterjee Gazi & Associates, Cost Accountants, Kolkata, has been appointed as Internal Auditors for a period of 3 years i.e. from 2023-24 to 2025-26. M/s Chatterjee Gazi & Associates carried out Internal Audit of your Company for financial year 2024-25.

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.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 with respect to FY 2024-25 is as under:

1.	Number of complaints pending at the beginning of the financial year	NIL
2.	Number of complaints filed during the financial year	NIL
3.	Number of complaints disposed off during the financial year	NIL
4.	Number of cases pending for more than ninety days	NIL
5.	Number of complaints pending at the end of the financial year	NIL

MATERNITY BENEFIT ACT:

Your Company has complied the provisions of the Maternity Benefit Act, 1961, wherever applicable.

SECRETARIAL STANDARDS:

During the year 2024-25, 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 2024-25:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2025 is available on the website of the Company i.e. <https://tflonline.co.in/finance>

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, Ministry of P&G, Ministry of Coal, Ministry of Finance, Government of Odisha and Promoter Companies. Your Directors also acknowledge with thanks the assistance and guidance received from Statutory Auditors, the Comptroller and Auditor General of India, Secretarial Auditor and Internal Auditor.

For and on behalf of the Board of Directors

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

Date: 20.09.2025

Place: New Delhi



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

Pratyush & Associates
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To

The Members of ,

TALCHER FERTILIZERS LIMITED.

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 2025, 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 2025, 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

1. In the Financial year 2023-24 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 in 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. (Refer Note No.25.3 of Additional information to Standalone Financial Statements). Public hearing and approved item wise details along with time bound action plan is pending.

2. Attention invited to an excess payment of Rs.16.27 crore to Sarjan Infratech Pvt. Ltd. which has arisen due to non-evaluation of status of L-1 bidder at the time of completion of work as per terms and conditions of the tender document (Refer Note No.25.11(B) 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.1357.85 lakh and Fixed deposit made out of borrowed capital is netted off against the EDC(Expenditure during construction) amounting to Rs.1799.70 lakh.</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 Recognition (Refer point No. 2.3.2 of the Accounting Policies).</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>



2. Estimation of Provision & Contingent Liabilities	Principal Audit Procedures
<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 2025.</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>The Company has reported Contingent liabilities . The details are as under-</p> <p>(a) Disputed claim of Khirod Kumar Naik, a contractor pending before The High Court of Orissa, Cuttack, in 2021 estimated Rs. 10.00 lakh, for which the final order is pending till</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>

<p>date.</p> <p>(b) Disputed claim of Schneider Electric India Private Limited, a contractor pending before The High Court of Orissa, Cuttack (As per the High Court Order dated 03.04.2025, with the consent of the parties, matter is referred to DIAC (Delhi International Arbitration Centre) for appointment of Sole Arbitrator to adjudicate the disputes between the parties), in 2021 demanding Rs. 60.38 lakh, for which the final order is pending till date.</p> <p>(c) Disputed claim of M/s. Green Energyz, a contractor pending before DIAC (Delhi International Arbitration Centre), in 2021 demanding Rs. 3.13 Cr, for which the final order is pending till date.</p>	<p>submissions and corroborated the same with external evidence, where available.</p>
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However, TFL has also filed a counter claim Rs 1.68 Cr.

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.



<p>3. Capital Work in Progress & EDC</p> <p>The company has opening balance of capital work in progress amounting to ` Rs.5113.41 crore. During the year, the Company has made an addition of Rs.1764.12 crores in CWIP including expenditure during construction .</p> <p>Total CWIP as on 31 March, 2025 stands at Rs.6877.53 crores.</p> <p>Refer Note No.4 of attached Balance Sheet as on 31.03.2025.</p>	<p>Principal Audit Procedures</p> <p>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.</p> <p>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.</p> <p>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.</p>
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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 11 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 misstatement.

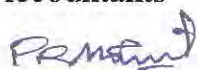
(d) **Audit Trail**- reporting under Rule 11(g): The company has used Tally-Prime(Edit Log) software to maintain its books of account in respect of financial years commencing on or after 01.04.2023.

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.

The Audit Trail has been **preserved** as per requirement of Section 128(5) of the Act, for record retention.

For Pratyush & Associates

Chartered Accountants



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

Partner

UDIN: 25057557BM0C6R4391



**'ANNEXURE A' to Independent Auditor's Report on the
Standalone Financial Statements of TALCHER FERTILIZERS
LIMITED for the year ended 31 March 2025.**

**(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:

- (i) (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 870.95 acres of FCIL Talcher and Banrpal land, forms part of account as the sub-leasing of FCI land to TFL.

(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 2025 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 2025 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 willful 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.
- (xi) (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;



- (xii) The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) 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
- (xiv) (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.
- (xv) 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.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) (a), (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.

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

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

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements 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.

- (xx) 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

PRM

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 2025**

**(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 2025, 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

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

Partner

Enclosed: Direction u/s 143(5)

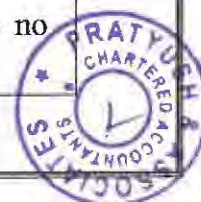
UDIN - 25057557BMOCGR4391



**AUDIT REPORT OF TALCHER FERTILIZERS LIMITED FOR
THE YEAR 2024-2025 PURSUANT TO DIRECTIONS UNDER
SECTION 143(5) OF THE COMPANIES ACT, 2013**

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.	Yes, the company has its system in place to process majority of the accounting transactions through IT system (Tally-Prime Edit log) except: <ul style="list-style-type: none"> a. Calculation of depreciation of fixed asset, b. Computation of GST liabilities, c. Computation of TDS liabilities, However, in our opinion integrity of the accounts is not in jeopardy.
2.	Whether there is any restructuring of an existing loan or cases of	Based on Audit Procedure performed by us and as per the information and explanation given to us, there is no



	<p>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>restructuring of loan during the year.</p> <p>Refer point no 25.7 of additional Notes to Standalone Financial Statements.</p>
3.	<p>Whether funds (grants/subsidy etc.) received/receivable for specific schemes from Central/State Government or its agencies were</p>	<p>This clause does not apply to the Company as the company is in construction phase.</p>

	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.R. Mohanti

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

Partner

**'ANNEXURE C' to Independent Auditor's Report on the
Standalone Financial Statements of TALCHER FERTILIZERS
LIMITED for the year ended 31 March 2025**

(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 2025 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 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Pratyush & Associates

Chartered Accountants



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

Partner

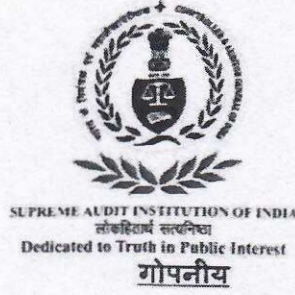
Bhubaneswar,

Dtd - 19/05/25

VDIN - 25057557BMOCLR4391



कार्यालय प्रधान निदेशक लेखापरीक्षा,
केन्द्रीय व्यय
(कृषि, खाद्य एवं जल संसाधन),
आर.ए. एवं नवो तल सी.ए.जी. संकाय भवन,
10, बहादुर शाह जफर मार्ग,
नई दिल्ली-110002



OFFICE OF THE PRINCIPAL DIRECTOR OF AUDIT,
CENTRAL EXPENDITURE
(AGRICULTURE, FOOD & WATER RESOURCES),
8TH & 9TH, FLOOR, CAG ANNEXE BUILDING,
10 BAHADUR SHAH ZAFAR MARG,
NEW DELHI-110002

Dated: 22-7-23

स. 1314-पी.डी.ए.सी.ई(ए.एफ.डब्ल्यू.आर)/AMG-I/A/cs/TFL/2025-26/ 2214

सेवा में,

प्रबंध निदेशक,
तालचेर फ़र्टिलाइज़र्स लिमिटेड,
प्रशासनिक भवन, तालचेर
पोस्ट विक्रमपुर, जिला अंगुल
ओडिशा -759106

विषय: भारत के नियन्त्रक एवं महालेखापरीक्षक द्वारा कम्पनी अधिनियम 2013 के अनुच्छेद 143(6)(b) के अंतर्गत तालचेर फ़र्टिलाइज़र्स लिमिटेड (TFL) के 31 मार्च 2025 को समाप्त वर्ष के वित्तीय खातों पर टिप्पणियाँ।

महोदय,

इस पत्र के साथ कम्पनी अधिनियम 2013 की धारा 143(6)(b) के अंतर्गत तालचेर फ़र्टिलाइज़र्स लिमिटेड (TFL) के 31 मार्च 2025 को समाप्त वर्ष के वित्तीय खातों पर शून्य टिप्पणि भेजी जा रहा है।

कृपया इस पत्र की पावती भेजने की कृपा करें।

भवदीया,

संलग्न : यथोपरि

तान्या सिंह
(तान्या सिंह)

प्रधान निदेशक 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 2025**

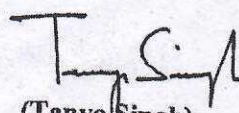
The preparation of financial statements of **Talcher Fertilizers Limited** for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditors appointed by the 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 **Audit Report dated 19.05.2025.**

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 2025 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: 22.07.2025**


**(Tanya Singh)
Principal Director of Audit Central Expenditure
(Agriculture, Food & Water Resources)**

Form No. MR - 3

**SECRETARIAL AUDIT REPORT
(FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025)**

**[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: U241200R2015PLC019575) (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, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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;
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 clients are applicable to it.
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.

During the period under review, all the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above have been duly complied with.

Management Responsibility:

- 1. Maintenance of Secretarial records 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 the 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 regulations and the happening of events etc.
- 5. The compliance with the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of the 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 a proper balance of Executive Directors and Non-Executive Directors.

Adequate notice is given to all directors to schedule the Board Meetings, an agenda and detailed notes on the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions 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.

Practising Company Secretaries

**Arun Kumar
Maitra**

Digitally signed by Arun Kumar Maitra
DN: cn=IN, o=Personal, title=8879,
pseudonym=20gub632gQ9lmfB1K6B4TDcO20
fudfB3,
2.5.4.20=a6fd999bf461421d7c6e2efc59414ffc7
3f81183ae1ecde04355c5a89579b410,
postalCode=700013, st=West Bengal,
serialNumber=N/A, c=IN, cn=Arun Kumar Maitra
Date: 2025.07.17 18:14:47 +05'30'

Arun Kumar Maitra

Partner

ACS: 3010; C.P. No.: 14490

UDIN: A003010G000801577

Date: 17.07.2025

Place: Kolkata

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 (2023-24);

1.3 Audited Annual Accounts (2024-25)

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;

For Arun Kumar Maitra & Co.

Practising Company Secretaries

**Arun Kumar
Maitra**

Digitally signed by Arun Kumar Maitra
DN: c=IN, o=Personal, title=8879,
pseudoName=28a4632c209e8116647d0206d881,
2.5.4.20=6d999f661421d705a26c594148c7381183ae1
e0de6432c5a89579a1a, postalCode=700019, ou=West
Bengal, serialNumber=NA, cn=Arun Kumar Maitra
Date: 2025.07.17 18:16:17 +05'30'

Arun Kumar Maitra

Partner

ACS: 3010; C.P. No.: 14490

UDIN: A003010G000801577

Date: 17.07.2025

Place: Kolkata



ARUN KUMAR MAITRA & CO.
Practicing Company Secretaries
6/1, Merlin Park, Ballygunge Phari
Kolkata-700019
(M)8420975192
Mail Id: akmaitra03@gmail.com
ICSI Unique Code P2015WB086500
Peer Review Certificate No.
1504/2021_dated 24th September, 2021

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, 2025.
- 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 adequate steps for reviewing 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
- 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 Arun Kumar Maitra & Co.
Practising Company Secretaries

Arun Kumar
Maitra

Digitally signed by Arun Kumar Maitra
DN: cn=Arun Kumar Maitra, o=AKM, email=akmaitra03@gmail.com, c=IN
c=IN, email=akmaitra03@gmail.com, o=AKM, email=akmaitra03@gmail.com, c=IN
serial=1504, version=1, date=2025.07.17 16:16:30 +05'30'

Arun Kumar Maitra
Partner

ACS: 3010; C.P. No.: 14490

UDIN: A003010G000801863

Date: 17.07.2025

Place: Kolkata

TALCHER FERTILIZERS LIMITED
BALANCE SHEET AS AT 31.03.2025

(Rs. in Lakh)

As at

	Note No.	31.03.2025	31.03.2024
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipments	3	11840.58	10498.23
(b) Capital Work in Progress	4	687753.47	511341.35
(c) Right of Use Assets	5	27894.92	0.00
(d) Financial Assets			
(i) Investments	6	0.00	0.00
(ii) Loans	7	0.00	0.00
(iii) Other Financial Assets	8	341.18	339.83
(e) Deferred Tax Assets			
(f) Other non-current assets	9	1720.08	2581.75
Total Non-Current Assets (A)		729550.23	524761.15
Current Assets			
(a) Financial Assets			
(i) Investments	6	0.00	0.00
(ii) Cash & Cash equivalents	11	11572.62	14598.68
(iii) Other Bank Balances	12	265.59	270.98
(iv) Loans	7	0.00	0.00
(v) Other Financial Assets	8	103.33	93.34
(b) Current Tax Assets		286.12	146.17
(c) Other Current Assets	10	100762.69	73166.18
Total Current Assets (B)		112990.35	88275.35
Total Assets (A+B)		842540.58	613036.50

	Note No.	31.03.2025	31.03.2024
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	13	270644.69	241644.75
(b) Other Equity	14	9650.71	-3200.81
Total Equity (A)		280295.40	238443.94
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	424022.00	270645.00
(ii) Other Financial Liabilities	16	17719.74	0.00
(b) Provisions	17	42741.36	42711.61
(c) Deferred Tax Liabilities		38.34	12.01
(d) Other Non-Current Liabilities	18	0.00	0.00
Total Non-Current Liabilities (B)		484521.44	313368.62
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	0.00	0.00
(ii) Trade payables	19		
Micro, Small & Medium enterprises		18.67	9.23
Other than Micro, Small & Medium enterprises		59.20	41.09
(iii) Other Financial Liabilities	16	76719.56	58860.43
(b) Other Current Liabilities	18	924.12	2312.59
(c) Provisions	17	2.19	0.60
Total Current Liabilities (C)		77723.74	61223.94
Total Equity and Liabilities (A+B+C)		842540.58	613036.50
		0.00	0.00

The Accompanying Notes form an integral part of Financial Statements.

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

Dated: 19/05/25
Place: Bhubaneswar



(Shyamal Roy)
DIN: 10304405
Director(O)

(Vivek Srivastava)
MD-TFL
DIN:10131772

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

(Rahul Kumar Tiwari)
Company Secretary
ACS - 40333

UDIN - 25057557BMO6R4391

TALCHER FERTILIZERS LIMITED
STATEMENT OF PROFIT & LOSS

(Rs. in Lakh)

		For the Year Ended	For the Year Ended
<u>Particulars</u>	<u>Note No.</u>	<u>31.03.2025</u>	<u>31.03.2024</u>
Revenue from Operations	20	0.00	0.00
Other Income	21	1288.28	59.02
Total Income (A)		1288.28	59.02
<u>EXPENSES</u>			
Depreciation and Amortization Expense	22	110.06	58.39
Employee Benefits Expense	23	466.96	343.53
Other Expenses	24	437.99	386.87
Total Expenses (B)		1015.01	788.79
Profit before exceptional items and Tax (A-B)		273.27	(729.77)
Exceptional Items (C)		-	-
Profit before Tax D=(A-B-C)		273.27	(729.77)
<u>Tax Expenses</u>			
Current Tax		-	-
Deferred Tax		26.33	4.23
Total Tax Expenses (E)		26.33	4.23
Profit for the period/year F=(D-E)		246.94	(734.00)
<u>Other Comprehensive Income</u>			
(i) Items that will not be reclassified to profit or loss		0.00	0.00
Less: Income tax relating to items that will not be reclassified to profit or loss		0.00	0.00
(i) Items that will be reclassified to profit or loss		0.00	0.00
Less: Income tax relating to items that will be reclassified to profit or loss		0.00	0.00
Total Other Comprehensive Income (G)		0.00	0.00
Total Comprehensive Income for the period H= (F+G)		246.94	(734.00)
(Comprising Profit (Loss) and Other Comprehensive Income for the period)			
<u>Earning per equity share</u>			
(1) Basic (in Rs.)		0.01	(0.03)
(2) Diluted (in Rs.)		0.01	(0.03)

The Accompanying Notes form an integral part of Financial Statements.

For Pratyush and Associates
Chartered Accountants
Firm Registration No. 322996E

CA. Pratyush Ranjan Mohanti
Partner
Membership No. 057557

Dated: 19/05/25
Place: Bhubaneswar



(Shyamal Roy)
DIN: 10304405
Director(O)

(Vivek Srivastava)
MD-TFL
DIN:10131772

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

(Rahul Kumar Tiwari)
Company Secretary
ACS - 40333

VJIN-25057557BMO6R4391

TALCHER FERTILIZERS LIMITED
Statement of Changes in Equity for the Year ended 31.03.2025

(Rs. in Lakh)

A. EQUITY SHARE CAPITAL

As at 31.03.2025

Particulars	Balance as at 01.04.2024	Changes in Equity Share Capital due to prior period errors	Restated Balance as at 01.04.2024	Changes In Equity Share Capital During The Period	Balance as at 31.03.2025
2,70,64,46,876 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	28,999.94	2,70,644.69

As at 31.03.2024

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 31.03.2023)	2,41,644.75		2,41,644.75		2,41,644.75

B. OTHER EQUITY

Particulars	Share to be issued against right of use of land	Reserves & Surplus				Total
		Capital Redemption reserve	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 01.04.2024	-	-	-	-	-3200.81	-3200.81
Adjustment in Opening Balance						0.00
Changes in accounting policy or prior period errors						0.00
Restated Balance as at 01.04.2024	-	-	-	-	-3200.81	-3200.81
Total Comprehensive Profit					246.94	246.94
Interim Dividend						0.00
Final Dividend						0.00
Addition during the Period	12,604.57					12604.57
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 31.03.2025	12,604.57	-	-	-	-2953.87	9650.71

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



Dated: 19-05-2025
Place: Bhubaneswar

(Shyamal Roy)
DIN: 10304405
Director(O)

(Vivek Srivastava)
MD-TFL
DIN:10131772

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

(Rahul Kumar Tiwari)
Company Secretary
ACS - 40333

VDIN - 25057557BMOC4R4391

Particulars	Share to be issued against right of use of land	Reserves & Surplus				Total
		Capital Redemption reserve	Capital Reserve	General Reserve	Retained Earnings	
Balance as at 01.04.2023	-	-	-	-	-2466.81	-2466.81
Adjustment in Opening Balance						0.00
Changes in accounting policy or prior period errors						0.00
Restated Balance as at 01.04.2023	-	-	-	-	-2466.81	-2466.81
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

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



Dated: 19-05-25
Place: Bhubaneswar

(Shyamal Roy)
DIN: 10304405
Director(O)
(Vivek Srivastava)
MD-TFL
DIN:10131772

(Ambati Lakshmi Prabha)
DIN:09637525
Director(Fin)
(Rahul Kumar Tiwari)
Company Secretary
ACS - 40333

VJLN - 250575578700694391

TALCHER FERTILIZERS LIMITED
Cash Flow Statement

(INDIRECT METHOD)

(Rs. in Lakh)

Particulars	For the Year Ended 31.03.2025	For The Year ended 31.03.2024
I. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit Before Tax	273.27	-729.77
Adjustments for : -		
Depreciation/Amortization/ Impairment	3,408.80	58.39
Interest income on bank deposits	-1,281.37	-20.64
Cash flows from operating activities before changes in following assets and liabilities	2,400.70	-692.02
(Increase) / Decrease in Other Bank Balances	5.390	-229.36
(Increase) / Decrease in Other Current Assets	-27,596.51	-33790.17
(Increase) / Decrease in other financial assets	-9.99	218.78
(Increase) / Decrease in Current Tax Assets	-139.95	-80.98
Increase / (Decrease) in Trade Payables	27.55	-28.33
Increase / (Decrease) in Provision	31.34	42710.75
Increase / (Decrease) in Other Current Liabilities	-1,388.47	1812.65
Increase / (Decrease) in Other Financial Liability	17,854.13	22981.18
CASH GENERATED FROM OPERATIONS	-8815.81	32902.50
Less : Income Tax Paid		
NET CASH FLOW FROM OPERATING ACTIVITIES	-8815.81	32902.50
II. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed Assets	-4,751.15	-1584.21
Increase in Non Current Assets	860.32	6462.42
Increase in Capital Work in Progress	-173977.73	-258958.11
Interest income on bank deposits	1,281.37	20.64
NET CASH USED IN INVESTING ACTIVITIES	-176587.19	-254059.26
III. CASH FLOW FROM FINANCING ACTIVITIES:		
Increase in Share Capital	28,999.94	0.00
Increase in Borrowing	1,53,377.00	221652.00
NET CASH FLOW FROM FINANCING ACTIVITIES	182376.94	221652.00
NET INCREASE IN CASH AND CASH EQUIVALENTS	-3026.06	495.24
Opening balance of Cash & Cash equivalents	14,598.68	14103.44
Closing balance of Cash & Cash equivalents	11,572.62	14,598.68

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



Dated: 19-05-25
Place: Bhubaneswar

UDIN - 25057557BMC44391

(Shyamal Roy)
DIN: 10304405
Director(O)

(Vivek Srivastava)
MD-TFL
DIN:10131772

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

(Rahul Kumar Tiwari)
Company Secretary
ACS - 40333

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 (Ammonia Urea 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:

Assets Description	Useful Life in Years
Computers, Laptops and other accessories	3
Office equipment	5
Furniture and Fittings	10
Buildings including Old Refurbished Buildings	3 to 60
Plant and Machinery	8 to 25
Road & Culverts	3 to 30

Assets are depreciated at the estimated useful life, as specified under schedule II of the Companies Act, 2013 except for which useful life is different from Schedule II are tabulated below-

Asset Type	Useful Life in Years
Old Refurbished Buildings	15
Road & Culverts	20
Buildings Constructed over lease land	50

The proposed useful life of assets is in line with the recommendation of the Technical Dept. of TFL.

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.

2.5.1 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 asset 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.

2.5.2 Leases

i. Company as a lessee

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. The interest expense on the lease liability and the depreciation expense on the right-of-use asset is separately recognized.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

ii. Company as a lessor

Finance leases:

Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to

reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating Lease:

A lease which is not classified as a finance lease is an operating lease. The Company recognizes lease payments in case of assets given on operating leases as income on a straight-line basis.

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.

2.8.1.4Impairment 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/ losses 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.

2.8.2.2.2 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.

2.8.2.3Derecognition

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.

2.8.3Reclassification 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 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.

2.8.4Offsetting 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	Total
Gross Carrying Amount:						
As at 1 April 2023	9727.92	0.82	35.85	66.89	64.96	9896.45
Additions	906.95	1720.59	15.75	19.53	9.92	2672.74
Deletions/Adjustments	-76.42	-28.36				-104.78
Transfer In/Out						
As at 31.03.2024	10558.45	1693.05	51.60	86.42	74.88	12464.41
As at 1 April 2024	10558.45	1693.05	51.60	86.42	74.88	12464.41
Additions	2128.17	7.67	49.81	20.35	15.48	2221.48
Deletions/Adjustments		-8.35				-8.35
Transfer In/Out				-8.33	8.33	0.00
As at 31.03.2025	12686.62	1692.37	101.41	98.44	98.69	14677.54
Accumulated Depreciation and Impairment						
As at 1 April 2023	850.81	0.08	21.05	18.88	33.22	924.04
Charge for the year	656.94	358.94	7.74	7.43	11.09	1042.14
Impairment						
Deletions/Adjustments						
Transfer In/Out						
As at 31.03.2024	1507.75	359.02	28.79	26.31	44.31	1966.18
As at 1 April 2024	1507.75	359.02	28.79	26.31	44.31	1966.18
Charge for the year	685.10	140.16	23.10	9.21	13.21	870.78
Impairment						0.00
Deletions/Adjustments						0.00
Transfer In/Out				-0.62	0.62	0.00
As at 31.03.2025	2192.85	499.18	51.89	34.90	58.14	2836.96
Net Carrying Amount						
As at 31.03.2025	10493.77	1193.19	49.52	63.55	40.55	11840.58
As at 31.03.2024	9050.70	1334.03	22.81	60.12	30.57	10498.23



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 : CAPITAL WIP

(Rs. in Lakh)

	Land & Development	Water Plant	Silo	Pre-Project Electrical Works	Ammonia Urea plant	Coal Gassification Plant	Building Under Construction	Steam Generation Plant	Electrical Distribution System	Water Treatment Plant	Railway Siding	Other -Offsite Facilities	Expenses During Construction - CWIP	Total
Gross Carrying Amount:														
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	2209.77	32762.30	4733.81	22224.00	4533.79	19151.78	62857.71	261659.85
Deletions/Capitalization		-678.43		-1116.36			-906.95							-2701.74
Transfer In/Out														0.00
As at 31.03.2024	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 1 April 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
Additions	110.44	85.28	0.00		12937.83	28150.34	1016.60	26397.20	2779.16	13517.71	3333.77	46114.71	44117.94	178560.98
Deletions/Capitalization	-20.68						-2128.17							-2148.85
Transfer In/Out														
As at 31.03.2025	11255.70	5426.82	5.00	0.00	109586.67	229654.98	1702.28	74675.24	9802.60	42108.34	7867.56	65266.49	130401.79	687753.47
Accumulated Depreciation and Impairment														
As at 1 April 2023														
Charge for the year														
Impairment														
Deletions/Capitalization														
Transfer In/Out														
As at 31.03.2024	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
As at 1 April 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
Charge for the year														
Impairment														
Deletions/Capitalization														
Transfer In/Out														
As at 31.03.2025	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 31.03.2025	11255.70	5426.82	5.00	0.00	109586.67	229654.98	1702.28	74675.24	9802.60	42108.34	7867.56	65266.49	130401.79	687753.47
As at 31.03.2024	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



TALCHER FERTILIZERS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
NOTE 5: RIGHT OF USE ASSETS

(Rs. in Lakh)

	Land and Other Assets
Gross Carrying Amount:	
As at 1 April 2023	0.00
Additions	0.00
Capitalisation/ Deletions	
As at 31.03.2024	0.00
As at 1 April 2024	0.00
Additions	30432.94
Deletions/Adjustments	
As at 31.03.2025	30432.94
Accumulated amortization	
As at 1 April 2023	
Charge for the year	
Deletions/Adjustments	
As at 31.03.2024	0.00
As at 1 April 2024	0.00
Charge for the year	2538.02
Deletions/Adjustments	
As at 31.03.2025	2538.02
Net Carrying Amount	
As at 31.03.2025	27894.92
As at 31.03.2024	0.00



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 6 INVESTMENTS

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
<u>Current</u>		
Mutual Fund Investment		
Liquid /Overnight Fund		
Total :	0.00	0.00



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 7 : LOANS

(Rs. in Lakh)

As at

31.03.2025 31.03.2024

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	31.03.2025		31.03.2024	
Type of borrower	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				
Type of borrower	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 - 8 : OTHER FINANCIAL ASSETS

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Current		
Security deposits	103.33	93.34
Less: Allowance for doubtful security deposits		
	103.33	93.34
Other Deposit and Receivables		
Less : Allowance for doubtful deposits & receivables		
	-	-
TOTAL	103.33	93.34
Non Current		
Security deposits	339.83	339.83
Less : Allowance for doubtful security deposits		
	339.83	339.83
Other Deposit and Receivables	1.35	-
Less : Allowance for doubtful deposits & receivables		
	1.35	-
TOTAL	341.18	339.83



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 9 : OTHER NON-CURRENT ASSETS

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Capital Advances		
Advance for LSTK Contracts		-
Advance to OFDC	26.89	74.12
Advance to OPTCL	468.64	904.37
Advance to CESU for Supply of Power to Intake Well	0.15	0.15
Advance for RoR	-	4.15
Advance to TPCODL	459.03	361.32
Advance to RWS&S	54.42	-
Advance Sterling & Wilson PVT Limited	-	46.35
(RITES-TFL) Imprest Fund	255.58	290.50
MA by Rites to Shree Balaji Engicons Ltd.	351.21	595.53
Advance to IDCO	12.61	173.16
Advance to Municipality, Talcher	24.67	24.67
Advance to P. H Division-Angul	66.88	107.43
Less : Allowance for doubtful advances		
TOTAL	1,720.08	2,581.75



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE -10: OTHER CURRENT ASSETS

	(Rs. in Lakh)	
	As at	
	31.03.2025	31.03.2024
Advance payment of statutory dues	13.94	909.48
Less : Allowance for doubtful Stat. dues	13.94	909.48
Other Deposits and Advances	3.55	26.46
Less : Allowance for other deposits and advances	3.55	26.46
Input Tax Credit receivable		
GST Receivable	83,039.53	54,510.67
GST Refundable	0.84	0.86
GST unclaimed	17,638.19	17,654.01
Prepaid Expenses	65.06	61.26
Advance to employees	1.58	3.44
Total	1,00,762.69	73,166.18

Note-Advance given to IDCO, Municipality(Talcher) and P.H division Angul is regrouped under Capital Advances.



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 11 : CASH AND CASH EQUIVALENTS

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
(a) Balances with Banks		
- in Deposit Accounts	11224.17	10686.84
- in Current Accounts	187.79	3704.54
(b) Cheques, Drafts and Stamps in hand		
(c) Cash on hand		
(d) Accured Interest	160.66	207.30
TOTAL	11,572.62	14,598.68



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 12 : OTHER BANK BALANCES

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Balances with Banks		
Deposit accounts	245.20	194.50
Accured Interest	20.39	76.48
Total	265.59	270.98

Note-

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



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 13 : EQUITY SHARE CAPITAL

(Rs. in Lakh)

As at

31.03.2025 31.03.2024

ISSUED, SUBSCRIBED AND PAID-UP EQUITY CAPITAL

2,70,644.69 2,41,644.75

2,70,644.69 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 31.03.2025		As on 31.03.2024	
Coal India Limited	90,21,47,292	33.33	80,54,80,826	33.33
Rashtriya Chemicals & Fertilisers Ltd.	90,21,47,292	33.33	80,54,80,826	33.33
GAIL (India) Ltd.	90,21,47,292	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 2024-25	FY 2023-24
Shares outstanding at the beginning of the period	2,41,64,47,478	2,41,64,47,478
Shares issued during the period	28,99,99,398	Nil
Shares bought back during the period	Nil	Nil
Shares outstanding at the end of the period	2,70,64,46,876	2,41,64,47,478

4. Shareholding of promoter

Shares held by promoters as on 31.03.2025			
Promoter's Name	No. of shares	% of total shares	% Change during the year
1. Coal India Limited	90,21,47,292	33.33	Nil
2. Rashtriya Chemicals & Fertilisers Ltd.	90,21,47,292	33.33	Nil
3. GAIL (India) Ltd.	90,21,47,292	33.33	Nil
4. Fertiliser Corporation of India Ltd.	5,000	0.01	Nil
Total	2,70,64,46,876	100.00	

TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 14 : OTHER EQUITY

(Rs. in Lakh)

	Share to be issued against right of use of land	Other Reserves		General Reserve	Retained Earnings	Other Comprehensive Income	Total
		Capital Redemption reserve	Capital reserve				
Balance as at 01.04.2023	0.00	0	0	0.00	-2466.81		-2466.81
Changes in accounting policy							0.00
Prior period errors							0.00
Restated Balance as at 01.04.2023	0.00	0.00	0.00	0.00	-2466.81	0.00	-2466.81
Additions during the year					-734.00		-734.00
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
Balance as at 31.03.2024	0.00	0.00	0.00	0.00	-3200.81	0.00	-3200.81
Adjustment in Opening Balance							0.00
Balance as at 01.04.2024	0.00	0.00	0.00	0.00	-3200.81	0.00	-3200.81
Additions during the year	12604.57				246.94		12851.51
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
Balance as at 31.03.2025	12604.57	0.00	0.00	0.00	-2953.87	0.00	9650.71

Shares to be issued against Right of Use of Land and Other Usable Assets is considered for the rights obtained at TFL sites on registration of lease deed and concession agreement with FCIL. This share is recognised equivalent to 4.45% of Total Paid Up Equity Share Capital considering the share capital already held by CIL, GAIL and RCF on 31.03.2025 as 95.55% (Note-13).

Equity shares for settlement of the same will be issued in future as per terms of Joint Venture Agreement.

Balance liability to be discharged by way of lease rent and equity shares (out of total lease liability) is shown under Other Financial Liabilities (Note- 16).



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 15: BORROWINGS

	(Rs. in Lakh)	
	As at	
	31.03.2025	31.03.2024
Non-Current		
Term Loans -From Banks	4,24,022.00	2,70,645.00
-From Other Parties		
Total	4,24,022.00	2,70,645.00
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 - 16 : OTHER FINANCIAL LIABILITIES

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Non Current		
Security Deposits		
Liability for employee benefits		
Lease liabilities	17,719.74	-
TOTAL	17,719.74	-
Current		
Security Deposits	82.51	43.20
Retention Money	45,359.46	12,899.52
Earnest Money	1.58	2.10
Payable for Capital goods, Services and Others		
Non MSME	28,256.23	40,821.37
MSME	985.36	2.12
Provision for Expenses Payable	176.69	211.16
Liability for Employee Benefits	45.19	5.38
Liability for Salary and other benefits of JV Promoters	1,806.38	4,874.91
Lease Liabilities	5.00	-
Others	1.16	0.67
TOTAL	76,719.56	58,860.43



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 17 : PROVISIONS

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Non Current		
Employee Benefits:		
Gratuity	13.08	2.66
Leave Encashment	24.82	6.59
Post Retirement Medical Benefits		
Other Employee Benefits	1.46	0.36
Enterprise Social Commitment	42,702.00	42,702.00
TOTAL	42741.36	42711.61
Current		
Employee Benefits:		
Gratuity	0.04	0.01
Leave Encashment	2.15	0.59
Post Retirement Medical Benefits		
Ex- Gratia		
Other Employee Benefits		
TOTAL	2.19	0.60



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 18 : OTHER NON CURRENT LIABILITIES

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Deferred Income	0.00	0.00
Others		
Total	~	-

TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 18 : OTHER CURRENT LIABILITIES

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Statutory Dues		
- TDS	751.01	1461.51
- GST TDS	93.85	796.95
- GST payable	20.12	21.77
- BOCW Cess	59.07	32.31
- Professional Tax payable	0.07	0.05
Others liabilities	0.00	0.00
TOTAL	924.12	2312.59



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 19 : TRADE PAYABLES

(Rs. in Lakh)

	As at	
	31.03.2025	31.03.2024
Micro, Small and Medium Enterprises	18.67	9.23
Other than Micro, Small and Medium Enterprises	59.20	41.09
TOTAL	77.87	50.32

Trade payables -Total outstanding dues of Micro & Small enterprises		
a) Principal & Interest amount remaining unpaid but due thereon as at period end	18.67	
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	18.67		-		18.67
(ii) Others	8.88			50.32	59.20
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
(v) Unbilled dues					-
Total	27.55	-	-	50.32	77.87



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE - 20 : REVENUE FROM OPERATIONS

	(Rs. in Lakh)	
	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Sale of Goods	0.00	0.00
TOTAL	0.00	0.00



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 21 : OTHER INCOME

(Rs. in Lakh)

	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Interest on Equity Contribution deposited with Banks	1,281.37	20.64
LD/PRS	0.11	1.16
Interest Income From TDS Refund	4.53	37.22
Misc. income	2.27	-
TOTAL	1,288.28	59.02

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 22: DEPRECIATION AND AMORTIZATION EXPENSE

(Rs. in Lakh)

	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
On Property Plant and Equipment	870.78	1042.14
On Intangible Assets		
On Right of Use Assets	2,538.02	-
SUB-TOTAL	3,408.80	1,042.14
Less: Transferred to EDC	3,298.74	983.75
TOTAL	110.06	58.39



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 23 : EMPLOYEE BENEFITS EXPENSES

	(Rs. in Lakh)	
	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
A.Salary and other benefits TFL on Roll		
Salary, Wages, Allowances ,Bonus etc.	110.45	9.53
Contribution to P.F. & Other Funds	10.29	0.9
Acturial Expenses	6.70	0.00
Medical Expenses for existing employees	8.88	0.00
Other Employee Benefits	0.46	0.00
Total A	136.78	10.43
B.Salary and other benefits of JV Promoters		
For Employees of CIL/GAIL/RCF	330.18	333.10
Total B	330.18	333.10
Total (A+B)	466.96	343.53

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 lax invoice, whoever has claimed

2.Salary & Other benefits of employees of JV promoters and TFL except MD, CS , HR & Finance is charged to Expenditure during construction.



TALCHER FERTILIZERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

NOTE 24 : OTHER EXPENSES

(Rs. in Lakh)

	For the Year Ended	For the Year Ended
Particulars	31.03.2025	31.03.2024
ACF/AMC of NSDL & NDML	0.80	0.80
Auditor's Remuneration & Expenses		
For Statutory Audit Fees	1.25	1.25
For Internal Audit Fees	1.81	0.00
For Reimbursement of Expenses	1.33	0.09
Bank charges	2.30	8.47
Cable Expenses	0.00	0.00
Canteen expenses	2.78	0.12
CISF Welfare Expenses	0.00	1.73
Consultancy Expenses	33.52	42.18
Postal/Courier charges	0.38	1.06
Electricity Exp	49.01	24.14
Water Tanker Expenses	0.00	3.14
Hiring of Medical Service	16.19	3.22
Telephone and internet Expenses	17.32	13.89
Professional Fee	1.77	10.77
Lodging and Boarding-Revenue	0.00	0.00
Legal Fee	57.99	0.00
Meeting Expenses	0.73	6.11
Misc Expenses	25.79	17.29
Office rent - Bhubaneswar	1.84	14.23
Office rent - Noida-Prior Period	8.15	66.30
Office rent - IDCO	45.99	45.99
Printing & Stationary	11.73	5.05
Recruitment Expenses	0.06	35.72
Repair and Maintenance	13.69	3.67
Roc Fee	0.00	0.03
Stamp Duty-NSDL	1.53	0.05
Support Office Staff Services	57.42	58.15
Sitting Fee	1.50	0.00
Transportation Expenses	0.00	1.59
Travelling Expenses	19.18	13.50
Training Expenses	0.50	0.27
Upkeep and Cleaning Expenses	58.92	0.00
Website Maintanance Charges	3.91	7.10
Reimbursement of MCA Fees	0.00	0.09
Electrical Expenses	0.00	0.38
Outsourcing Agent of Payroll	0.60	0.50
TOTAL	437.99	386.87



Annexure to Notes		
	(Rs. in Lakh)	
	As at 31 March 2025	As at 31 March 2024
Note-4-Other - Offsite Facilities		
Civil & Structural Work of Bagging Building Etc	20368.70	9311.86
Cooling Tower	949.17	123.77
Fire Fighting System	3632.33	3112.66
Flare Combustion-Airoil Flare Gas Pvt Ltd	4873.35	469.89
Instrument Air & Plant Air System	1822.21	931.96
Raw water Pipeline	3688.45	135.00
Road Lighting	542.35	115.00
Supply & Construction of Ash Pond	1682.08	794.09
Urea Handling & Bagging Package	7280.02	3254.60
Yard Piping	3601.53	902.97
Coal/Petcoke/Limestone Handling Plant	13876.24	0.00
Construction of 2x33 KV Overhead Line-Gayatri Agency	695.93	0.00
Supply Cum E&I work-Sopan	403.11	0.00
Renovation of CISF Barrack & Cons of New Quarter	106.54	0.00
220 KV Switching Substation	30.53	0.00
Supply cum Erection of Electrical works CISF Barrack	45.08	0.00
Supply & Installation of Emergency DG system	855.72	0.00
Supply of 220 KVD/C SINGLE CORE 1000 SQ.MM	813.14	0.00
Total	65266.49	19151.78
As per Note-4	65266.49	19151.78
Diff.	0.00	0.00

NOTE - 8 : OTHER FINANCIAL ASSETS

	As at 31 March 2025	As at 31 March 2024
Current		
Security Deposit-Anugul Irrigation Division	13.87	13.87
Security Deposit Given-IDCO	22.99	23.00
Security Deposit Given to TPCODL/CESU	11.47	11.47
Security Deposit to Water Resource Department	45.00	45.00
Security Deposit- FA & CAO East Coast Railway	10.00	0.00
Total	103.33	93.34
As per Note-8	103.33	93.34
Diff.	0.00	0.00

	As at 31 March 2025	As at 31 March 2024
Non-Current		
Security Deposit Given-Account Officer(Recovery)	256.31	256.31
Security Deposit for GSA-GAIL INDIA LTD	27.71	27.71
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	339.83
As per Note-8	339.83	339.83
Diff.	0.00	0.00

NOTE 15: BORROWINGS

	As at 31 March 2025	As at 31 March 2024
TERM LOAN (SECURED)		
Bank of Maharashtra	22526.00	14356.00
Punjab National bank	67581.00	47188.00
Bank of India	44851.00	24233.00
Canara Bank	42079.00	28712.00
EXIM Bank	16895.00	10765.00
Indian Bank	45055.00	28713.00
State Bank Of India	107679.00	68620.00
Union Bank of India	56317.00	35887.00
Indian Overseas Bank	21039.00	12171.00
TOTAL	424022.00	270645.00
As per Note-15	424022.00	270645.00
Diff.	0.00	0.00

NOTE 9 :Ageing of Capital Advances

	As at 31 March 2025	As at 31 March 2024
Less than 3 Months	152.13	886.02
3-6 Months	314.94	0.00
6 Months-1 Year	0.00	55.30
1 Year-2 Year	729.01	673.90
2-3 Year	44.59	867.44
More than 3 Years	479.41	99.09
Total	1720.08	2581.75
As per Note-9	1720.08	2581.75
Diff.	0.00	0.00



Note-25 Additional Notes to Standalone Financial Statements
1. Earnings per share

(Amount in ₹ lakhs)

Sl. No.	Particulars	For Year ended on 31.03.2025	For Year ended on 31.03.2024
i.	Net Profit after tax attributable to Equity Share Holders	246.94	(734.00)
ii.	Weighted average no. of equity shares outstanding	2,66,59,26,412	2,41,64,47,478
iii.	Basic & Diluted Earnings per share (In Rs.) (Face value Rs. 10/- per share)	0.01	(0.03)

2. Capital Commitment
A.

(Amount in ₹ lakhs)

	As at 31-03-25	As at 31-03-24
Estimated amount of contracts remaining to be executed on capital account and not Provided For	6,09,887.21	7,66,717.26

*Including GST

B. The Company has awarded two major contracts for setting up the plant i.e. Coal Gasification plant and Ammonia Urea. The total contract value and balance commitment as on 31.03.2025 are tabulated below:

Particular	USD Portion of contracts		INR portion of Contracts (In Rs Lakhs)		Total INR in Lakhs
	USD in million	USD Converted in INR (In Rs lakh)	Basic	Taxes	
Coal Gasification Plant					
Total Contract Value	292.65	235581.00	251373.72	89866.93	576821.65
Balance Commitment value	157.18	135363.41	133285.83	43496.12	312145.36
Ammonia-Urea Plant					
Total Contract Value	148.10	118788.00	99710.24	41321.15	259819.39
Balance Commitment value	62.34	53695.82	61807.74	18055.48	133559.04

Liabilities involved foreign currency exposure as on 31.03.2025 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 31.03.2025	1.20	0.02	1029.18	19.33

With respect to CG & AU the provisional time extension is granted up to Mar-28.

3. Enterprise Social Commitment (ESC) Cost

In the FY 2023-24 provision for ESC was provided for Rs.427.02 Crore i.e 2.5% of the approved revised project Cost.

In compliance to Environment clearance accorded by Ministry of Environment, Forest and Climate Change earmarking 2.5% of the project capital cost towards ESC.

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 is expected to be incurred during the construction period.

4. Corporate Social Responsibility (CSR)

CSR policy is applicable on the company. Due to losses incurred in the preceding years no obligation in respect of this section arises on the company for the Financial Year 2024-25. 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.

5. Balance Confirmation

The company has a procedure for obtaining periodic confirmation of balances from banks. There are no unconfirmed balances in respect of bank accounts and borrowings from banks & Financial institution. With regard to the other party reconciliations are made and the balance confirmation letters/emails are also sent on a periodic basis. In case where balance confirmation has not been obtained, book balance has been taken.

6. Information in respect of micro and small enterprises as at 31st March 2025 as required by Schedule III to the Companies Act, 2013 and Micro, Small and Medium Enterprises Development Act, 2006.

There is no delay in payment due to the Micro, Small and Medium Enterprises as at the end of the reporting period.

Details of MSME

(Amount in ₹ lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Payable - Total outstanding dues of Micro & Small enterprises	18.67	9.23
Other Trade Payables -for capital expenditure-MSME	985.36	2.13
Principal & Interest amount remaining unpaid but not due as at period end	Nil	Nil
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
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
Interest accrued and remaining unpaid as at period end	Nil	Nil

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
---	-----	-----

7. 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 loan amount is to be disbursed by consortium banks (9 Nos.). 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 rates.

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

The cost overrun 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 as per extant RBI guidelines resulting revised Debt: Equity ratio of 60.12:39.88.

The present outstanding balance as on 31.03.2025 is Rs.4240.22 crore.

There is no Major impact on the ability of the company as a going concern.

8. Related Party Disclosure as per Ind AS 24:

Related parties -

Sl. No.	Name of the related party	Description of relationship
1	Coal India Limited	Joint venture partner
2	GAIL India Limited	
3	Rashtriya Chemical & Fertilizers Limited	
4	Fertilizer Corporation of India Limited	
	Key Management Personnel	
5	Shri V. K. Srivastava	Managing Director
	Shri Shyamal Roy	Director (Operations)
	Mrs. Ambati Lakshmi Prabha	Director (Finance)
	Shri Rahul Kumar Tiwari	Company Secretary

A. Transactions during the year with the Joint Venture Partner:

(Amount in ₹ lakhs)

Cost of salary and travelling exp etc. of employees/advisors:	For the FY 2024-25	For the FY 2023-24
a) Coal India Limited	269.78	247.48
b) GAIL India Limited	729.95	968.43
c) Rashtriya Chemical & Fertilizers Limited	530.12	472.84
TOTAL	1529.85	1688.75
Cost of rent and electricity:	For the FY 2024-25	For the FY 2023-24
a) Coal India Limited	0.00	0.00
b) GAIL India Limited	8.15	66.3
c) Rashtriya Chemical & Fertilizers Limited	2.25	2.18
d) Fertilizers Corporation of India Limited (Lease Rent)	4.00	0.00
TOTAL	14.44	68.48
Other expenses:	For the FY 2024-25	For the FY 2023-24
a) Coal India Limited	0.00	0.11
b) GAIL India Limited	0.00	0.00
c) Rashtriya Chemical & Fertilizers Limited	4.10	10.24
TOTAL	4.10	10.35

B. Transactions during the year with the Key Managerial Personnel:

(Amount in ₹ lakhs)

Names with Designation:	Remuneration for the Year ended on 31.03.2025	Remuneration for the Year ended on 31.03.2024
a) Shri S N Yadav - Managing Director (Out Going)	0.00	54.63
b) Shri Vivek Srivastava – Managing Director W.e.f 01.08.2023	66.63	44.81
c) Shri Sanjay Arora- Director (Operations) – outgoing	0.00	10.15
d) Shri Vivek Srivastava – Director (Operations) – W.e.f 12.05.2023	0.00	10.69
e) Shri Shyamal Roy (Director Operations) W.e.f 15.09.2023	106.68	54.96
f) Ms. Ambati Lakshmi Prabha (Director Finance)	40.47	41.63
g) Shri M. Viswanathan - Company Secretary (Out Going)	4.66	18.12
h) Shri Rahul Kumar Tiwari - Company Secretary	13.75	0

C. Apart from the above, during the Year TFL executed the sub lease deed with Fertilizers Corporation of India Limited. Accordingly, Lease hold assets of Rs.30432.94 Lakhs is disclosed in Financial statements for the Financial Year 2024-25

D. Outstanding balances with JV Promoter:

(Amount in ₹ lakhs)

JV promoter	As at 31.03.2025	As at 31.03.2024
a) Coal India Limited	186.65	542.37
b) GAIL India Limited	747.10	3048.90
c) Rashtriya Chemical & Fertilizers Limited	872.64	1282.43
d) Fertilizers Corporation of India Limited	4.00	0.00

9. Disclosures as per IND-AS-19 “Employee Benefits”
Defined Benefit Plans:
Gratuity:

Talcher Fertilizers Ltd. Gratuity Scheme has been framed to enable employees to receive sum of money for services rendered to employer (TFL) for a minimum period of 5 years in normal circumstances with exception in specific circumstances. Gratuity is payable at a rate of 15 days emoluments (Basic Pay+ DA) for each completed year of service or part thereof in excess of 6 months. Gratuity will be calculated by dividing emoluments last drawn by 26 days and multiplying the result with the number of years of service, limited to Rupees twenty lac. The defined benefit obligation is calculated at each reporting date by actuaries using the projected unit credit method.

Defined Contribution Plans:
Provident Fund:

The Provident Fund contributions are made by the Company to Employee Provident Fund Organization as per regulations. The obligation of the Company is limited to the amount contributed and it has neither contractual nor any constructive obligation.

Other Long-Term Employee Benefits:
Leave Encashment:

Employees are entitled to 30 days Earned leave with full pay and allowances. Earned leave (EL) is encashable while in service. Encashment subject to limit of 180 days can be allowed up to 75% of EL standing to the credit of employee. Encashment will be computed on (Basic Pay + DA) divided by 365 multiplied by number of days to be encashed. Accumulation of EL shall be limited to 300 days. The scheme is unfunded and liability for the same is recognized on the basis of actuarial valuation.

10. Disclosure of Financial Assets and Liabilities as Per Ind AS 107.

(Amount in ₹ lakhs)

	As at 31.03.2025		As at 31.03.2024	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
Financial Assets:				
Cash & Cash equivalents	-	11572.62	-	14598.68
Other Bank Balances	-	265.59	-	270.98
Other Financial Assets	-	444.51	-	433.17

Financial Liabilities:				
Borrowings	-	424022.00	-	270645.00
Trade payables	-	77.87	-	50.32
Other Financial Liabilities	-	94439.30	-	58860.43

11. Contingent Liabilities and Contingent Assets

A. Claims against the Company not acknowledge as debts (to the extent not provided for)

	(Amount in ₹ lakhs)	
	As at 31.03.2025	As at 31.03.2024
Claims on the Company not acknowledged as debts' Contractors / Suppliers/ Arbitrators etc.		
a. Khirod Kumar Naik	10.00	10.00
b. M/s. Green Energyz	313.00	0.00
c. Schneider Electric India Private Limited	60.39	0.00
Demands raised by various authorities		
Income Tax	0.00	18.58
GST	0.00	24001.23

Brief description/ summary of the above case

- WP.(C) No.24062 of 2021 For admission of case (Khirode 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.
- M/s. Green Energy has filed a arbitration petition in DIAC.TFL in terms of the demand raised by DIAC had deposited a sum of Rs.2,25,491/- (Rupees Two Lakhs Twenty Five Thousand Four Hundred and Ninety One Only) Plus IGST 18% under RCM towards part payment of arbitrator's fees and administrative expenses before Delhi International Arbitration Centre ("DIAC") for the arbitration case filed by M/s. Green Energy against the Company.
- This petition is filed under Section 11(6) of Arbitration and Conciliation Act, 1996 ('1996 Act') for appointment of an Arbitrator in terms of the arbitration clause appearing in Clause 107.1 of GCC.

B. Contingent Assets:

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

M/s. Green Energyz has filed a arbitration petition in DIAC. TFL in terms of the demand TFL has filed Counter Claim of Rs.1.68 Crores. Next hearing will be on 10.05.2025.

M/s Sarjan Infracon Private Limited had requested to appoint arbitrator as per provisions of agreement towards recovery of Rs. 13.67 crore (excl. GST and BOCW) and Rs. 16.27 crore (incl. GST and BOCW) regarding change in L-1 Status of the contract for the work of Site enabling work Package-1 B.

12. Hedging Policy:

TFL implemented foreign exchange risk management policy. As per the policy, 50% of its foreign currency exposure is hedged for one Year based on the upcoming contractual payments in the ongoing contracts executed for the construction of the project.

The Position of Foreign Currency Exposures as on 31.03.2025 are as Under:

(Amount in ₹ lakhs)

Hedged Exposure	Cross Currency	As on 31.03.2025	As on 31.03.2024
Liabilities against Capital Expenditure	USD	1053.03	9323.17

13. Details of Capital-Work-In Progress (CWIP)

A. Aging schedule for Capital-Work-In Progress

(Amount in ₹ lakhs)

Amount in CWIP as at 31 st March 2025					
CWIP	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Major Projects					
Coal Gasification Plant	28150.34	73960.01	53819.46	73725.17	229654.98
Ammonia Urea Plant	12937.83	36517.45	22150.82	37980.57	109586.67
Steam Gas Generation	26397.20	32762.30	15515.74	0	74675.24
Other Projects	108947.44	115718.36	22209.23	26961.56	273836.58
Project temporarily Suspended	-	-	-	-	-
Total	176432.81	258958.11	113695.25	138667.30	687753.47

Amount in CWIP as at 31 st March 2024					
CWIP	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Major Projects					
Coal Gasification Plant	73960.01	53819.46	34979.27	38745.90	201504.64
Ammonia Urea Plant	36517.45	22150.82	15485.13	22495.44	96648.84
Steam Gas Generation	32762.30	15515.74	0.00	0.00	48278.04
Other Projects	115718.36	22207.94	8005.12	18978.41	164909.83

Project temporarily Suspended	-	-	-	-	-
Total	258958.11	113693.96	58469.52	80219.75	511341.35

B. Details of capital-work-in progress completion schedule, whose completion is overdue or has exceeded its cost compared to its original plan.

(Amount in ₹ lakhs)

	To be Completed in			
CWIP	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
Major Projects				
Coal Gasification Plant	87,430.86	1,37,559.71	87,154.79	-
Ammonia Urea Plant	44201.10	51209.79	38,148.15	-
Steam Gas Generation	42652.40	-	-	-
Other Projects	121530.41	-	-	-
Total	2,95,814.77	1,88,769.50	1,25,302.94	-

C. Civil work contract awarded to M/s JPW for Renovation of non-plant Buildings, Concrete Urea Silo & Workshops etc. The contract has been completed on dated 05.09.2024. However, the depreciation on some of the assets under this contract has not been provided since it is not available for Use as intended by the Management. With respect to Urea Silo installation of conveyor & equipment etc. contract is under progress.

Further the contract awarded to M/S ANS construction for Site development has been completed in the FY 2024-25. However, this will be will be apportioned appropriately among the cost of the assets at the time of commissioning of project.

14. Analytical Ratios:

Amount in ₹ lakhs

Ratio	Numerator	Denominator	Year ended on 31.03.2025	Year ended on 31.03.2024	Variance %
(a) Current Ratio	112990.35	77723.74	1.45	1.44	0.83
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.					
(b) Debt-Equity Ratio	4,24,022.00	2,70,644.69	1.57	1.12	39.88
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	NA	NA	NA	NA	NA
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	246.94	259369.67	0.10%	-0.31%	130.98

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	NA	NA	NA	NA	NA
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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	NA	NA	NA	NA	NA
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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	NA	NA	NA	NA	NA
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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	NA	NA	NA	NA	NA
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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	NA	NA	NA	NA	NA
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Net profit as a percentage of Net Sales.

(j) Return on Capital Employed	273.27	704317.40	0.04	-0.14%	127.07
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Earnings before interest and tax (EBIT) / Capital employed, where capital employed is total of Assets - current liabilities

(k) Return on Investment	246.94	704317.40	0.04%	-0.14%	124.32
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Profit after tax (PAT)/ Investment, where Investment is total of Equity plus Debt.

15. 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 31.03.2025		As at 31.03.2024	
		INR In Lakh	USD in Million	INR In Lakh	USD in Million
1	Bank Guarantee	80354.78	87.82	96992.25	112.58
2	Letter of Credit	-	-	-	-
3	FDR/TDR	16.69	-	4.22	-

16. Concession Agreement (CA) with FCIL:

- A) The addendum to Concession Agreement (CA) was signed on 03-04-2024 for the Facility Area measuring 870.95 acres with FCIL. Out of total Land approx. 1.877 acres is under encroachment for which necessary action is currently underway. The sub lease deed was executed in the FY 2024-25.
- B) As per JV agreement with FCIL, in consideration of granting the Concession to the Facility Area, transfer of usable assets, land use and opportunity cost and related infrastructure to the Concessionaire, the equity holding of FCIL in the Joint Venture Company (JVC) will always be 4.45% of the total paid up equity capital of the JVC (portion of the capital expenditure of the Project) progressively in phases to the extent other JV promoters are issued equity shares in consideration of contribution made by them towards equity capital in cash, such that over a period of time the equity holding of FCIL in the JVC is 4.45% at the time of commencement of the commercial production of the Project.
- C) Accordingly, right of use for land and other usable assets w.e.f 29.01.2021 is recognized for the first time during the year 2024-25 with corresponding lease liabilities shown under Financial Liabilities and Other Equity/Equity.

17. Security Perfection:

TFL has executed the facility agreement dated June 28, 2021. As a part of the legal due diligence TFL was required to create, perfect, register and maintain the security, as envisaged under the facility agreement.

Accordingly, TFL executed the sub lease deed, completed security perfection by way of equitable mortgage for 870.95 acres of Facility Area in line with the addendum to concession agreement dated 03.04.2024 in the FY 2024-25.

Exemption towards stamp duty and registration fees was granted by the Government of Odisha for land area of 856.36 acre (total land of 870.95 acre) which amounted to Rs. 31,32,11,502.85/- vide Letter No. RDM-Reg-STAMP-0015-2023-8170 and Letter No. RDM-Reg-STAMP-0015-2023-8158 dated 16.03.2024

18 Reconciliation between ITC as per GSTR 3B and as per account

(Amount in ₹ lakhs)

Sl. No	Particulars	Amount
1	GST Receivable as per Accounts	1,00,677.72
2	Less: GST Receivable as per GST Portal	60,803.16
3	Less: ITC to be availed for the FY 2024-25	28,092.16
4	Ineligible/Unclaimed ITC (1-2-3)	11782.40

The accumulated amount of Rs. 1,00,677.72 Lakhs represents the input tax credit pertaining to GST paid on Input Material/Services. Due to Inverted duty Structure applicable, the company is in the process of obtaining opinion for utilization of accumulated ITC during the construction phase.

19 Urea Policy:

Exclusive subsidy policy for Urea produced through Coal Gasification route by TFL was approved by Cabinet Committee on Economic Affairs (CCEA) on 20.04.2021 providing 12% post tax IRR on equity.

20 Long term Coal linkage with CIL:

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

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.

21 Gas Sale Agreement (GSA) with GAIL:

The Talcher Fertilizers Limited (TFL) Plant envisages natural gas requirement in the Coal Gasification unit, Ammonia Urea unit & for Flare system.

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

22 Appointment of Internal Auditor:

Company has appointed **Chatterjee Gazi & Associates** as internal auditor for FY 2024-25 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 crores in preceding financial year.

23 Display of Registration GST Certificate:

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. This is in compliance to 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.

24 Display of Company Name:

Company affixed the Name Board with all required details at registered office premises in the month of June 2022 in compliance to the 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.

25 Appointment of Company Secretary:

Company has appointed Shri Rahul Tiwari, as whole time Company Secretary in compliance to 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.

26 Information required as per Schedule III of the Companies Act 2013:

Talcher Fertilizers Limited have not procured any import items.

(Amount in ₹ lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
A.CIF Value of Import	Nil	Nil
B. Expenditure in Foreign Currency	12763.05	49658.94
C. Value of Raw materials, Stores, Spares & Components consumed	Nil	Nil
D. Earning in Foreign Currency	Nil	Nil


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


28 Note 1 and 2 represents Corporate Information and Material Accounting Policies respectively, note 3 to 19 form part of the Balance Sheet as at 31.03.2025 and 20 to 24 form part of Statement of Profit & Loss for the Year ended on 31st March 2025 on that date. Note 25 represents additional notes to the Standalone financial statements.


As per our Audit Report

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



(Shyamal Roy)
DIN: 10304405
Director(O)


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

Dated: 14/05/25
Place: Bhubaneswar




(Vivek Srivastava)
MD-TFL
DIN:10131772


(Rahul Kumar Tiwari)
Company Secretary
ACS 40333

UDIN - 25057557B70C9K4391