



**TAC/BSE/AR/2022-23**

31<sup>st</sup> August, 2023

Corporate Relationship Department  
BSE Limited  
PJ Towers  
Dalal Street,  
Mumbai – 400 001

Dear Sir,

Sub : Annual Report for the Financial Year ended 31.03.2023.

Ref : Security Code : 506808

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Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015, we are submitting herewith Annual Report of the Company for the Financial Year ended 31.03.2023.

The said Annual Report has also been uploaded on the Company's website at [www.tacfert.in](http://www.tacfert.in).

Kindly take on record of the above.

Thanking You,

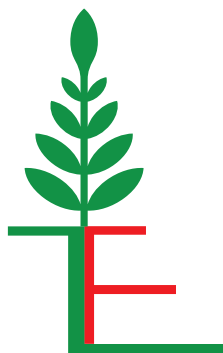
Yours faithfully,

**For Tuticorin Alkali Chemicals and Fertilizers Limited,**

CHATHAPURAM Digitally signed by  
SADASIVAN CHATHAPURAM SADASIVAN  
VIJAYALAKSHMI  
VIJAYALAKSHMI +05307  
Date: 2023.08.31 22:34:33

**C S Vijayalakshmi**  
**Company Secretary**

Encl : As above.



# **Tuticorin Alkali Chemicals and Fertilizers Limited**

**2022 - 23  
Annual Report**

## Board of Directors

B. Narendran	DIN 01159394	Independent Director
S. Asokan	DIN 06591756	Independent Director
Rita Chandrasekar	DIN 03013549	Independent Director
G. Ramachandran	DIN 00051999	Managing Director
E. Balu	DIN 08773795	Director
K.R. Anandan	DIN 00314502	Director

S. Nandakumar	Chief Financial Officer
C S Vijayalakshmi	Company Secretary

## Auditors

M/s. MSKA & Associates  
Chartered Accountants,  
V Floor, Main Buildings  
Guna Complex,  
New No. 443/445 Old No. 304 & 305  
Mount Road, Teynampet, Chennai - 600 018.

## Bankers

State Bank of India  
The South Indian Bank Limited  
CSB Bank Limited  
Indian Overseas Bank

## Registered Office

"SPIC House"  
88, Mount Road,  
Guindy, Chennai - 600 032.  
Phone : 044 - 2235 2513  
E-mail : [info@tacfert.com](mailto:info@tacfert.com)  
CIN : L24119TN1971PLC006083

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## NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED will be held on Monday, the 25th September, 2023 at 4.30 p.m. IST through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March, 2023 by passing the following as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any of the Companies Act, 2013, the Financial Statements of the Company for the year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors thereon and the Report of the Secretarial Auditor be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Mr. K R Anandan (DIN:00314502), who retires by rotation and being eligible, offers himself for re-appointment, by passing the following as an Ordinary Resolution.**

"RESOLVED THAT pursuant to section 152 and other applicable provisions, if any of the Companies Act, 2013, Mr. K R Anandan (DIN:00314502), Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS:**

3. **To consider and, if thought fit, to pass with or without modification the following as a Special Resolution to regularize the appointment of Mr. E. Rajeshkumar (DIN: 10207780) as Whole time director of the company by passing the following resolution.**

"pursuant to the provisions of Section 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and applicable provisions of SEBI (LODR) Regulations, 2015 and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded to appoint Mr. E. Rajeshkumar (DIN : 10207780) as a Whole Time Director of the Company with effect from 08th July, 2023 for a period of 3 (three) years liable to retire by rotation, upon the terms and conditions set out in Explanatory statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of

profits) with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. E. Rajeshkumar

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be expedient or desirable to give effect to the aforesaid Resolutions".

4. **To Fix Remuneration for the Auditors for the Financial year 2023-2024.**

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

"RESOLVED THAT pursuant to the provisions of Section 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. MSKA & Associates, Chartered Accountants (Registration No.105047W), who have been retained as the Statutory Auditors of the Company for the period commencing from the conclusion of 49th Annual General Meeting till the conclusion of 54th Annual General Meeting be paid a remuneration of Rs. 10 Lakhs for the FY 2023-24 as recommended by the Audit Committee and approved by Board of Directors of the Company, in addition to the other agreed terms and conditions.

5. **To appoint Cost Auditor of the company for the Financial year 2023-2024.**

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

"RESOLVED THAT Pursuant to section 148 (3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014, Mr. R. Ravichandran, Cost Accountants (Mem No No.15959) on behalf of Ravichandran Bhagyalakshmi & Associates (FRN-001253) be and are hereby appointed as the Cost Auditor of the Company to conduct audit of cost records made and maintained by the Company pertaining to Chemicals and Fertilizers of the Company for financial year ending 31st March, 2024 at a remuneration of Rs.90,000/- (Rupees Ninety Thousand only) plus GST & re-imbursalment of out-of-pocket expenses be and is hereby approved and ratified."

**Registered Office:**

"SPIC House",  
88, Mount Road, Guindy,  
Chennai - 600 032.

09th August, 2023

**By Order of the Board**  
For TUTICORIN ALKALI CHEMICALS  
AND FERTILIZERS LIMITED

**C.S.VIJAYALAKSHMI**  
COMPANY SECRETARY



## NOTES

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Annual General Meeting (the "AGM" or "Meeting"), is annexed hereto.
- b. In view of the continuing Covid-19 pandemic, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with General circular no.11/2022 dated 28th December 2022 permitted the holding of the Annual General Meeting ("AGM") through VC / OVAM, without the physical presence of the members at the common venue, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Hence, the AGM of the Company is being held through VC / OVAM. The deemed venue of the meeting will be the place from where the Chairman of the Board conducts the meeting.
- c. Since this AGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, as permitted under the MCA circulars, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- d. Corporate members intending to attend the AGM through their authorized representative in the VC / OAVM are requested to send a certified copy of the Board Resolution to the Scrutinizer by mail through its registered email address.
- e. The register of members and share transfer books of the Company will remain closed from 19<sup>th</sup> September, 2023 to 25<sup>th</sup> September 2023 (both days inclusive).
- f. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
- g. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
- h. In compliance with the aforesaid MCA Circulars and Listing Regulations, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.tacfert.com](http://www.tacfert.com), websites of the Stock Exchange i.e. BSE Ltd. [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL. Members attending through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at [info@tacfert.com](mailto:info@tacfert.com). In compliance with Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has provided the facility to the members to exercise their vote electronically. Instructions for e-voting are annexed to the Notice.
- i. This Notice is emailed to Members, whose names appear in the Register of members as on Friday, 25th August, 2023. The "cut-off date" for determining the eligibility for voting either through electronic voting is fixed as Monday, 18th September, 2023. The e-voting period will commence at 9.00 a.m. on Friday, 22nd September, 2023 and will end at 5.00 p.m. on Sunday, 24th September, 2023.
- j. M/s. KRA & Associates, Practicing Company Secretaries, represented by Mr.R.Kannan (having Membership No. FCS-3363) is appointed as the Scrutinizer to scrutinize the e-voting process at the AGM in a fair and transparent manner.
- k. At the AGM, at the end of the discussion, the Chairman shall, with the assistance of the Scrutinizer, obtain the votes cast electronically using the remote e-voting system, both prior to meeting and during the meeting.
- l. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in Favor or against, not later than forty-eight hours after the conclusion of AGM to the Chairman of the Company. The Chairman or any other person authorized by him, shall declare the results of voting forthwith.
- m. The result along with the Scrutinizer's report will be placed on the Company's website and on the website of CDSL after the result is declared by the Chairman/ any other person authorized by him, and the same shall be communicated to the stock exchanges where the shares of the Company are listed.

**CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 02/2021 dated January 13, 2021, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and General Circular no.11/2022 dated 28th December 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/ AGM will be provided by CDSL.



3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.tacfert.com](http://www.tacfert.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and General Circular no.11/2022 dated 28th December 2022.

#### CDSL e-Voting System – For Remote e-voting

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

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 22.09.2023 9.00 AM IST and ends on 24.09.2023 5.00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are

required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below::

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.



	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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



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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

#### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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

**If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.**

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43**



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at ([info@tacfert.com](mailto:info@tacfert.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM IS AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have

not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xvii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@tacfert.com](mailto:info@tacfert.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**Item No: 3**

Mr. E. Rajeshkumar having (DIN: 10207780 ) was appointed as Whole Time Director for the period of 3 years from 08th July, 2023 to 07th July, 2026. The Nomination and Remuneration Committee has recommended the induction of Mr. E. Rajeshkumar into the Board

1. Period of Appointment : Three years with effect from 08th July, 2023.
2. Remuneration : In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Whole Time Director shall be paid the following remuneration:
  - a. Basic Salary, Allowances and Perquisites: Rs. 24,40,515 per annum
  - b. Performance Linked Pay: Rs. 5,40,150 per annum
  - c. Contribution to Provident Fund: Rs. 6,20,337 per annum and Gratuity
  - d. Contribution to Provident and other Funds, Gratuity, leave eligibility and encashment shall be as per the applicable law / service rules of the Company and subject to the limits under (c) of the above
  - e. In addition to the above, the Company shall provide telephone and other communication facilities to the

Whole Time Director for use in relation to the discharge of the duties and responsibilities.

- f. The Company shall reimburse the actual entertainment and traveling expenses incurred by Mr. E. Rajeshkumar, Whole Time Director in connection with the Company's business and the same shall not be treated as perquisites or benefits to the Whole Time Director.
3. Commission : Nil
4. Remuneration in the event of loss etc.:

Not with standing anything contained herein, in the event of any loss, absence or inadequacy of profit in any financial year, during the terms of office of the Whole Time Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

**Detail of the appointee is provided below.**

Information required under Section II, Part II of Schedule V of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

General Information:																	
(1).	Nature of industry	The Company is primarily engaged in the manufacture and sale of Ammonium Chloride Fertilizer and other grades , Soda Ash, both Light & Dense, and Sodium Bicarbonate															
(2).	Date or expected date of commencement of commercial production	The Commercial production of Ammonium Chloride and Soda Ash, the main products of the Company, commenced on 1st November, 1982.															
(3).	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable															
(4).	Financial performance based on given indicators	<table border="1" style="width: 100%; text-align: center;"> <thead> <tr> <th colspan="3">Rs. in Crores</th> </tr> <tr> <th>F.Year</th> <th>Revenue from Operation</th> <th>Profit /(loss) after Tax</th> </tr> </thead> <tbody> <tr> <td>2019-20</td> <td>159.63</td> <td>(23.63)</td> </tr> <tr> <td>2020-21</td> <td>67.91</td> <td>(58.00)</td> </tr> <tr> <td>2021-22</td> <td>180.56</td> <td>(33.97)</td> </tr> </tbody> </table>	Rs. in Crores			F.Year	Revenue from Operation	Profit /(loss) after Tax	2019-20	159.63	(23.63)	2020-21	67.91	(58.00)	2021-22	180.56	(33.97)
Rs. in Crores																	
F.Year	Revenue from Operation	Profit /(loss) after Tax															
2019-20	159.63	(23.63)															
2020-21	67.91	(58.00)															
2021-22	180.56	(33.97)															
(5).	Export performance and net foreign Exchange collaborations.	Export sales during the year 2022-23 was NIL															
(6).	Foreign investments or collaborators, if any.	Nil															
II. Information about the appointee:																	
	Name of the Director	Mr. E Rajeshkumar															
(1).	Background details.	Mr. E Rajeshkumar aged about 48 years, is an Engineer graduate specialised in Chemical Engineering. He has an overall experience of 27 Years. He has both operational and technical services background.															
(2).	Past remuneration.	Rs. 36.01 Lakhs per annum for FY 22-23.															
(3).	Recognition or awards.	None															
(4).	Job profile and his suitability.	The Whole Time Director is responsible for the operations of the Company and he has vast experience in the field of Operation and technical services.															
(5).	Remuneration proposed.	As per terms as given above.															



(6).	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The prevalent levels of remuneration in manufacturing industries, in general and the chemical/fertilizer industry, in particular, are higher. Taking into account the turnover of the Company, the academic background, qualifications and experience of Mr. E Rajeshkumar, his vital role at the present juncture is very much needed and his present remuneration and comparable remuneration levels in the Industry, the proposed remuneration to Mr. E Rajeshkumar is reasonable
(7).	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personal, if any	Nil
III. Other information:		
(1).	Reasons of loss or inadequate profits	Not applicable
(2).	Steps taken or proposed to be taken for improvement	Refurbishment of defective systems and installation of newer ones continued this year also to stabilise the production and the plant have showed a sustained performance during the FY 2022-23.
(3).	Expected increase in productivity and profits in measurable terms.	The capacity utilisation have improved from the earlier year 39% to 56% in the last financial year. The turnover have improved and the Company have registered profits in all the four quarters after a long period of time.
IV. Disclosures – Provided under head Corporate Governance in Board of Directors' report		
	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	Directorships in the following companies: NIL Committee memberships: Nil
	Shareholding	Nil

**Disclosure of Interest**

None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested, financially or otherwise in this resolution.

The Directors recommend the aforesaid resolution for the approval of the members by way of a Special Resolution.

**Item No: 4**

M/s MSKA & Associates, Chartered Accountants, Chennai, (Firm Registration Number: 105047W) who have been retained as Statutory Auditor of the company for the period commencing from the conclusion of 49th Annual General Meeting till the conclusion of 54th Annual General Meeting. On the recommendation by the Audit Committee and as approved by Board of Directors of the Company, they are to be paid a remuneration of Rs. 10 Lakhs /- per annum exclusive of fees for other consultations, professional services, GST and out-of-pocket expenses for the FY 2023-24, in addition to the other agreed terms and conditions.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No 4 of the Notice for ratification of the remuneration payable to the said Statutory Auditor for the Financial Year ending 31st March, 2024.

**Disclosure of Interest**

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**Item No: 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor Mr. R. Ravichandran (Membership Number: 15959) on behalf of Ravichandran Bhagyalakshmi & Associates (FRN-001253) to conduct Audit of the Cost Records of the Company relating to Chemical (Soda Ash) and Fertilizer (Ammonium Chloride) for the Financial Year ending 31st March, 2024 on a remuneration of Rs.90,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr.R. Ravichandran Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No 3 of the Notice for ratification of the remuneration payable to the said Cost Auditor for the Financial Year ending 31st March, 2024.

**Disclosure of Interest**

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.



**DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.2.5 OF SS-2, SECRETARIAL STANDARD ON GENERAL MEETING ARE AS GIVEN BELOW**

Name of the Director	Mr. K. R. Anandan (Non Executive Non Independent Director)	Mr. E. Rajeshkumar (Whole time Director)
Director Identification Number (DIN)	00314502	10207780
Date of Birth(DD/MM/YYYY)	28/05/1963	24/08/1975
Age (in years)	60 years	47 years
Nationality	Indian	Indian
Date of Appointment (DD/MM/YYYY)	15/06/2020	08/07/2023
Qualification	CA,CMA,CS	B.Tech. Chemical
Nature of expertise in specific functional areas	Currently employed as CFO of SPIC Limited who have more than 30 years of professional experience. He have worked with other group companies of SPIC and other listed companies. He is Chartered Accountant by profession besides holding professional qualifications of ICWA and ACS.	He joined in SPIC Limited under Engineering Management trainee scheme in 1996. He has an overall experience of 27 Years. He has served SPIC in various positions which includes DGM production (phosphatics), where he have significantly turned around the operations.
Number of Equity Shares held in the Company: By self As a Beneficial Owner of	NIL	NIL
Number of Board Meetings attended during the Financial Year 2022-23	4	NIL
Directorships held in other Companies*	NIL	NIL
Chairmanships of Committees in other Companies**	NIL	NIL
Memberships of Committees in other Companies*	NIL	NIL
Relationships between Directors of the Company inter-se	NA	NA
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. <a href="http://www.tacfert.com">www.tacfert.com</a> .	



## BOARD'S REPORT AND MANAGEMENT DISCUSSION &amp; ANALYSIS

Your Directors are pleased to present the 50th Annual Report and the Audited Financial Statements of the Company for the year ended 31st March, 2023.

## FINANCIAL RESULTS

(Rs. In Crores)

DESCRIPTION	2022-23	2021-22
Sales Turnover (Net of GST)	515.09	180.57
Gross Profit / (Loss) after meeting all expenses, but before providing depreciation and interest	85.64	(28.63)
Interest	3.21	2.30
Cash Profit / (Loss)	82.43	(30.93)
Depreciation for the year	3.67	3.04
Extraordinary items	-	-
Net Profit / (Loss) for the year	78.76	(33.97)
Accumulated Loss	(339.63)	(418.39)
Networth before revaluation of land & buildings	(211.01)	(289.97)
Networth after revaluation of land & buildings	9.67	(69.09)
Unabsorbed deferred tax benefit	22.42	--
Total Earnings	101.18	(33.97)
EPS & Diluted EPS	8.30	(2.79)

The production for the financial year increased substantially by 40% over the last financial year, which was affected by the unseasonal rains and non-availability of salt and coal. However this year, the production was maintained as planned, almost all the days. However it could not be pushed further due to recurring maintenance issues, which now have been effectively attended to, and also due to loss of production for a month due to complete structural failure of the control room in October '22. However, our team has responded very fastly to bring back the productivity within 30 days by installing the controls in make shift arrangement.

The average production levels have now been stabilized at around 200 TPD and your Company hopes to reach 225 TPD average in the current financial year.

All the repair works on major tanks, pipelines etc. were carried out, to achieve the above production level. New centrifuge, pumps have been added and orders have been placed for phased change of large volume circulation pumps, which will improve the efficiency of the plant further.

The production and sales during the year ended 31st March, 2023 compared to the previous year, are as given below;

(Qty. in MTs)

Product	Production		Sales (Includes internal Consumption)	
	2022-23	2021-22	2022-23	2021-22
Soda Ash (Light)	58,430	41,683	* 57,099	* 41,860
Ammonium Chloride	55,402	37,414	62,122	30,547

\*Includes captive consumption

## DIVIDEND

Your Directors are not able to recommend any dividend in view of the accumulated losses.

## MARKET SCENARIO

The selling price of Soda ash was in tune with the landed cost of the international product, which remained high throughout the year. The prices were stable throughout the year and the market was also absorbing the material, at that price.

The price of salt and coal went up during the year, however the availability was not an issue. The ammonia price continued to increase and after reaching all-time high, it started coming down from the 4th quarter of the financial year 2022-23. The Soda ash sales to detergent units, has picked up and also steady and in view of the better plant performance, the Company hopes to market atleast 55,000 to 65,000 MTs of Soda Ash in the current financial year. Our other regular customers' need also will be met satisfactorily.

Ammonium Chloride has found acceptance with many users during the last financial year and your Company sold all-time high of around 62,000 MTs of Ammonium Chloride in the financial year.

## FUTURE OUTLOOK

Since the market for the soda ash manufactured by your Company is continuing to improve in view of the lower carbon footprint when compared to competing product, it should be possible to ramp-up the production further, and also expand the capacity.

Our Company is targeted to convert the boiler feedstock from coal to biomass. The CO<sub>2</sub> capture plant is being upgraded with a special technology, which is expected to bring down the cost of the production further, and also capture more CO<sub>2</sub>, which will enable the Company to expand further and distribute lower carbon footprint Soda ash to detergent units, who have also announced to align with the Carbon Reduction Intention of the Government of India.

Ammonia storages with M/s.Greenstar Fertilizers Limited, has enabled the Company to operate continuously without having to shut-down for want of ammonia.

## OPPORTUNITIES AND THREATS

While there is an opportunity to increase the production, the additional production of Soda Ash need to be moved up North, as your Company is located in the southern tip of India, this will bring in additional transportation cost. However effective use of rail racks and coastal shipping, will help us in keeping the cost under control and maximize the contribution. Your Company is also trying tie-ups with other units in this area, who are transporting large volume, to part use of their facilities, with the view to reduce the cost.

## INDUSTRY STRUCTURE AND DEVELOPMENTS.

Soda Ash industry is concentrated in the state of Gujarat due to availability of salt and lime and your company is the only factory which is outside Gujarat. The product is mainly used in the manufacturing of detergents and glass. We co-produce Ammonium Chloride fertilizers, unlike Gujarat based industries. We capture raw material Co<sub>2</sub> gas from boiler flue gas whereas others use lime kiln gas.

## PRODUCT WISE PERFORMANCE

Soda Ash about 36 Million Tons is the production in the country whereas the consumption level is around 40 Million Tonnes. India is both Importer and Exporter of Soda Ash.

Ammonium Chloride is a fertilizer with 25% available nitrogen. It is under fertilizer control order and is widely used as it is and used in combination with Potassium and phosphorous as complex fertilizer.

**RISKS AND CONCERN**

The major risks of non-availability of CO<sub>2</sub> gas and ammonia has been addressed with CO<sub>2</sub> capture plant and additional ammonia storage plant. Only in the unlikely event of blockage of ocean transport of ammonia to India can cause stoppage of production. Since it is a global problem, it is highly unlikely.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The company has a very good Internal control system with external Internal auditor auditing various aspects and presenting it in the Board. All decisions are implemented after multilevel multidisciplinary scrutiny.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES**

The company has a recognized union operating on democratic principles frequently holding meetings with Human Resources department. We have 266 number of people employed and usually people from the adjacent districts/villages are recruited with a view to train and retain them. The recruitment are done through engineering level and junior engineering level training schemes

**DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS**

The plant operations of the company has been improved substantially in 2022-23 and the plant capacity in the year 2022-23 increased by 110% compared to previous year 2021-22. The selling prices of finished goods, ie Soda Ash and Ammonium Chloride are increased during the financial year 2022-23. Due to improved plant performance and selling prices resulted in higher net profit for the company.

The company have revalued its land at Tuticorin windmill land and also the buildings of the company after a long period. The revised value are accounted in the books of account of revaluation, the reserves have been increased and networth has become positive.

**ENVIRONMENT AND SAFETY**

Update to ISO 9001:2015 the latest standard is under progress.

**WIND MILL**

During the year 2022-23, 4,59,128 units were generated from Wind Turbine Power Generators at Gudimangalam, Tirupur District, as against 4,70,712 units generated in the previous year. All the available 5 units are operating in good condition. The aging windmills are being refurbished for better results

**POWER PURCHASE**

Your Company didn't purchase electricity under the Group Captive Scheme during the financial year starting from 1st April, 2022 to 31st March, 2023.

**CAPTIVE SALT WORKS**

10,845 MTs of salt was produced and all the unused pans were also brought under production and the systems were modified to produce quality salt. With the availability of enriched water from the SWRO plant, more quantity of quality salt would be produced during the year.

**FIXED DEPOSIT**

There was no outstanding deposit as at 31st March, 2023. The Company has neither accepted nor renewed any deposits during the year under review..

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no Dividend declared last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**MATERIAL CHANGES AND COMMITMENT IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates on the date of this report.

**STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Statement showing the details regarding the development and implementation of Risk Management Policy of the Company is furnished in Annexure 1, which is attached to this report.

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting.

Your Company was earlier primarily dependent on SPIC for the supply of CO<sub>2</sub>, while the ammonia was imported through their storage and pumping system. Your Company has now implemented an independent CO<sub>2</sub> Recovery facility, which is operational from November 2016. This has reduced the risk considerably. Ammonia will continue to be imported through the augmented storage system. The Board does not envisage any other major risk.

**DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not yet applicable as on date in view of the accumulated losses of the Company .

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

The transactions entered into during the financial year with related party as defined under the Act were in the ordinary course of business and at arm's length basis. There were no materially significant transactions during the financial year 2022-23, which were in conflict with the interests of the Company. Policy on materiality of related party transactions is placed on the Company's website viz., [www.tacfert.in](http://www.tacfert.in)

**COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Annexure 2 and is attached to this report.

**NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company had four Board meetings during the financial year under review. Full details are given in the Corporate Governance Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:-

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

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

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

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No case of sexual harassment was reported during the year.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Company's Board comprises of the following directors: Mr.B.Narendran, Mr.S.Asokan, Mrs.Rita Chandrasekar, Mr.E.Balu, Mr.K.R.Anandan and Mr.G.Ramachandran.

Mr.S.Nandakumar is the Chief Financial Officer of the Company.

Ms.S.Rohini Priyadarshini, the Company Secretary, left the services of the Company on 31.10.2022 and Ms.C.S.Vijayalakshmi, till then Consultant – Secretarial, took over as Company Secretary on 01.11.2022.

**PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR.**

Sl. No	Name of the Director	Designation	Change	With Effect from
1.	E. Balu	Executive Director	Resignation	24-05-2023
2.	Devaki Ashwin Muthiah	Additional Director	Appointment	24-05-2023
3.	G. Ramachandran	Managing Director	Resignation	07-08-2023
4.	E. Rajeshkuamr	Additional Director / WTD	Appointment	08-08-2023

**COMMITTEES OF THE BOARD**

There are four committees of the Board namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee. The details of composition of committees are furnished in the Corporate Governance report, which is annexed to this report.

**DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves for the continuance / appointment as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

The Independent Directors have also affirmed that they have completed requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

**BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Boards' performance and performance of the non-independent Director were considered/evaluated by the Independent Directors at their meeting without the participation of the Non-Independent Director and key managerial personnel.

They also assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that are necessary for the Board to effectively and reasonably perform its duties.

Pursuant to the provisions of the Companies act, 2013 and Regulation 17 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various committees.

**STATUTORY AUDITORS**

M/s.MSKA & Associates, Chartered Accountants, Chennai, (Registration No.105047W) have been appointed as Statutory Auditors of the Company in 44th Annual General meeting and after completion of a five years period, the term was further extended by another 5 years, till the AGM to be held in 2027, in the AGM held on 21.09.2022.

**SECRETARIAL AUDITOR**

M/s. KRA & Associates, Practicing Company Secretaries have been appointed by the Board of Directors to carry out the Secretarial Audit for the year ended 31st March, 2023. Secretarial Auditor's Report is annexed, which forms part of this report.

**COST AUDITOR**

As per the Government of India's directive, the Company's Cost Reports in respect of Fertilizer –Ammonium Chloride and Chemical – Soda Ash for the year ended 31st March, 2023 are being audited by the Cost Auditor M/s. Ravichandran Bhagyalakshmi & Associates, (Firm Reg No. 001253), who was appointed by the Board. The Company is required to maintain Cost Records as specified by the Central Government under Section 148 (1) of the Act and that accordingly such accounts and records are made and maintained. The Cost Audit Report for the year ended 31st March, 2022 was filed within the time stipulated under the Act.

**EXPLANATIONS OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualification, reservations or adverse remarks made by the Statutory Auditors, M/s. MSKA & Associates and Secretarial Auditor KRA & Associates, Practicing Company Secretaries in their reports.

However the Secretarial Auditor have some observations and our response is as below:-

**Under SEBI**

Delay in one day in furnishing prior intimation of Board Meeting for 31st October, 2022.

Due to oversight, five days of prior intimation was missed.

Delay in submission of Related party transactions for the half year ended September, 2022.

Due to network issues and due to hospitalization of Company secretary the uploading got delayed by 2 days.

The Statutory Auditors' Report for the financial year ended, 31st March 2023 is annexed.

**INTERNAL FINANCIAL CONTROL:**

The Board has adopted the Policies and Procedures 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 Disclosures.

**DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Audit Committee consists of Mr. B. Narendran, Mr. K.R. Anandan and Mrs. Rita Chandrasekar.

The Company has established a vigil mechanism and oversees through a committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company. Policy is given in Annexure 3 and is placed on the Company's website viz., [www.tacfert.in](http://www.tacfert.in).

**SHARES**

The Company has not bought back any of its shares during the year under review.

The Company has not issued any "Sweat Equity" Shares during the year under review.

No Bonus Shares were issued during the year under review.

The Company has not provided any Stock Option Scheme to the employees.

**ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with relevant Rules, is placed in the website of the Company in the link <https://www.tacfert.in/>

**CORPORATE GOVERNANCE**

A report on Corporate Governance as stipulated under Schedule V and Regulation 34(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The requisite certificate from a Chartered Accountant confirming compliance with the conditions of corporate governance as stipulated is annexed to this Report.

**FAMILIARIZATION PROGRAMME**

The Independent Directors attend a Familiarization programme on being inducted to the Board. The details are provided in the Corporate Governance report and on the website of the Company viz., <https://www.tacfert.in>. Till COVID set in, the Directors were visiting the factory as a team to keep updated of the progress. Now the visits are made individually and the regular team visits are to commence shortly. However the Directors virtually discuss with Plant personnel couple of times in a year.

**DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

**PARTICULARS OF EMPLOYEES**

The Company has no Employees, whose salary exceeds the limits as prescribed under Rule (5)(2) of Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014.

Disclosures under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year – 2022-23	Mr.G.Ramachandran	17.27
	Mr.B.Narendran	0.33
	Mr.S.Asokan	0.33
	Ms.Rita Chandrasekar	0.33
	Mr.K.R.Anandan	0.33
	Mr.E.Balu	0.33





The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year – 2022- 23.	Mr.G.Ramachandran, Managing Director	1.11
	Mr. S.Nandakumar, Chief Financial Officer	2.49
	Ms. S.Rohini Priyadarshini, Company Secretary (till 31.10.2022) *	NA
	Ms.C.S.Vijayalakshmi Company Secretary (from 01.11.2022)	NA
The percentage increase in the median remuneration of employees in the financial Year – 2022-23		10.19
The number of permanent employees on the rolls of Company as on 31.03.2023		252
Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof	Average percentage increase already made in the salaries of employees other than the key managerial personnel in the FY 2022-23.	10.10
	Average percentage increase already made in the salaries of the key managerial personnel in the FY 2022-23	3.62
*relieved from the services on 31.10.2022		

#### AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY

Company is adopting remuneration guidelines for fixing the remuneration as per the policies laid down by the Nomination and Remuneration Committee.

#### PARTICULARS AS REQUIRED UNDER RULE 3 OF THE COMPANIES (ACCOUNTS) RULES, 2014

##### A. Conservation of Energy

##### 1. Steps taken and impact on conservation of energy

- Post COVID, induction turbine alternator to utilize the energy in the steam let down for process use, was commissioned and approximately 5000 units a day is being produced, which resulted in a saving of approximately Rs.1 crore per annum.
- Due to installation of filter press in the recycle stream, added last year, the distiller steam consumption has come down, resulting in a saving of steam, which will save about Rs.2 crores per annum.

##### 2. Steps taken for utilizing alternative sources of energy

Your Company is implementing a system to co-fire of biomass and trials will commence in the next financial year 2023-24. This will avoid usage of coal of approximately 50,000 MTs in a year.

##### 3. Capital investment in conservation energy

Further investment of Rs.100 lakhs is being made to fire biomass into the boiler.

- The company has installed various Variable frequency drives to reduce the energy consumption in motors and also installed LED lamps to conserve energy.

##### B. Technology Absorption

- The Company has fully utilized the imported Technology of Hitachi Zosen, Japan which was imported in the year 1980.

##### (b) Expenditure on Research & Development

- Capital Nil
- Recurring Nil
- Total Nil

##### C. Foreign Exchange Earnings and outgo:

- Foreign Exchange inflow: Rs. Nil lakhs
- Foreign Exchange outflow: Rs. 17.36 lakhs

#### GENERAL

No disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year

- No significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future
- There was no issue of Equity shares with differential voting rights

#### ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

#### DISCLAIMER

Statements in the Management Discussion and Analysis describing the Company's objectives, estimates, projections, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, raw material availability and its prices, changes in the Governmental regulations, labour negotiations, tax laws and other statutes and economic development within India.

For and on behalf of the Board of Directors

**ANNEXURE 1****RISK MANAGEMENT**

Company have already formed Risk Management Committee on its own discretion, headed by Mr. B. Narendran, Independent Director. The other members are Mr. S. Asokan, Independent Director, Mr. G. Ramachandran, Managing Director, and Mr. S. Nandakumar, Chief Financial Officer. The Committee meets once in a quarter to discuss the points forwarded by the Risk Management Team and other risks facing the Company and submit a report to the Board of Directors. The report will contain the methods to mitigate the risk. The Risk Management Committee will study the risks/threats/concerns both in short term and long term and take adequate steps periodically to protect the interest of the various stakeholders.

During the year, a Committee meeting was held during March decided that in order to do in depth analysis into the risk of the factory site at Tuticorin, a support team was formed from the site and two representatives were inducted in the support team of the committee.

Mr. E. Balu – Director and Mr. Mr. Rajesh Kumar – Plant head were included in the support team.

It was decided that the support committee shall conduct regular meetings in the factory regarding the risk management at regular short intervals discussing the risk factors, how to control and manage the risk, to assign a team to take up the task of risk control etc...also have decided to prepare the register and records classifying the risk and apparently update the records as per the progress in the factory and shall submit the report to the main committee in every half financial year. A consolidated meeting will be held every half year and suggestions from the main committee members will also be taken up and follow up actions shall be made.

**ANNEXURE 2****REMUNERATION POLICY****PURPOSE**

The Remuneration Policy is applicable to all employees of the Company, including Executives, Non-Executives and Board of Directors of the Company. The Policy is primarily focused on the employees of the Company other than Directors and Senior Executives to provide a competitive attractive remuneration to retain, protect and develop competent personnel. The pay package shall be based on the roles and responsibilities and shall consist in addition to the substantial fixed salary portion, motivating pays like Performance Pay, Production Incentives, Leave Travel Assistance, Ex-gratia payments and non-salary benefits like Health Care, Transport, Canteen Facilities, Pension, Township and Retirement/Statutory benefits of Provident Fund and Gratuity.

**PAY PACKAGE**

The Pay Package shall comply with general industrial practices and shall reflect the cost of living and also should take into account ability of the Company to sustain and pay such packages.

The Package shall consist of predominantly fixed income and not more than 30% of the pay shall be based on variable components consisting of Performance and Motivating Pays.

**EXECUTIVE PAY PACKAGE**

The Executive Pay Packages shall also follow the above guidelines. However, since they are primarily responsible for taking the Company forward and improving its business ability, deviations as necessary can be made to provide substantial motivating pays apart from the fixed salary. Perquisites of housing and transportation can also be different as per the need.

The Non-Executive Board of Directors would be paid Sitting Fees as decided by the Board from time to time depending on the ability of the Company, but to be within the statutory maximum.

**OTHER GENERAL ISSUES**

Notice pay, PF, Gratuity, etc., will be as per the various statutory regulations/ Company's approved policy from time to time.

**PROCEDURES**

The Remuneration Committee of the Board will meet from time to time, discuss, review and approve the pay packages suggested by the executives of the Company for implementation and for settlement with the employees through the Trade Union either through a 12(3) agreement or 18(1) agreement as per the need. The pay packages/ sitting fees of the Executives/Working Directors and the other members of the Board would be fixed by the Remuneration Committee and suggested to the Board for implementation.

**ANNEXURE 3****VIGIL MECHANISM / WHISTLE BLOWER POLICY**

As per Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Company implemented a Whistle Blower Policy, by which all unethical and improper practices or wrongful conduct that may occur in the conduct of business of the Company when comes to the knowledge of an employee, can be brought to the attention of the concerned, including Managing Director and Audit Committee of the Board. The Policy provides a frame work by which a Whistle Blower has access to the top Management so that the wrongful conduct is brought to their attention, investigated and the concerned person punished. The frame work will also provide adequate safe guards to the Whistle Blower who will act in good faith and prevent harassment and victimization to him.

**Policy**

This Whistle Blower Policy is formulated to provide an opportunity to employees to raise concerns, in case they detect or observe unethical and improper practices or any other wrongful conduct in the Company to higher ups, Managing Director and/or to the Audit Committee of the Board of Directors. This Policy also provides necessary safeguards for protection to such whistle blower employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against them.

**Reporting**

An employee who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the same to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to Audit Committee through e-mail addressed to [info@tacfert.com](mailto:info@tacfert.com)



## REPORT ON CORPORATE GOVERNANCE

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

The Company believes in good Corporate Governance and has been practicing it for the conduct of its business and for meeting the obligations towards its Shareholders. The Company has implemented the guidelines and the existing practices and policies, which are significantly in conformity with the requirements stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015").

The Report on Corporate Governance followed by the Company for the year ended 31st March, 2023 is as follows:

## 2. Board of Directors

## • Composition

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors, which is in conformity with the Listing Regulations, 2015. As on 31st March, 2023, the Board of Directors of the Company comprised

of 6 Directors. The Board comprises of 1 Executive Director and 3 Non-Executive Independent Directors and 2 Non-Executive Director. The Non-Executive Directors bring independent judgment in the Board deliberations and decisions. The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions. All information as required under Listing Regulations, 2015 is being made available to the Board.

## • Board Independence

Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, all the Non-Executive, Independent Directors including the Chairman are independent in terms of Listing Regulations, 2015.

The composition of the Board, Directorships/Committee membership positions in other Companies as on financial year ended 31 March, 2023, numbers of meetings held and attended during the year are as follows:

S.No	Director	Board Meetings during the year		Attendance at last AGM	No. of Other Directorships held in other listed entities including this listed entity	No. of other Board – Committee positions held	
		Held	Attended			As Chairman	As Member
1.	B. Narendran Non-Executive Independent	4	4	Yes	Director - 5	3	8
2.	S. Asokan Non-Executive Independent	4	4	Yes	Director - 1	-	-
3.	Rita Chandrasekar Non – Executive Independent	4	4	Yes	Director - 4	2	3
4.	G. Ramachandran Managing Director Executive Non-Independent	4	4	Yes	Director - 1	---	---
5.	K R Anandan Non-Executive Non-Independent Director	4	4	Yes	Director - 1	---	---
6.	E. Balu Non- Executive Non –Independent Director	4	4	Yes	Director - 1	---	--

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all public companies in which they are Directors.

❖ None of the Directors falls under the category of promoter.

Name of the Other Listed entity where the Director of the Company are Directors and the category of Directorship.

SI.No	Director	Name of listed entity in which the Director holds Directorship	Category of Directorship
1	Mr. B Narendran Non-Executive Independent	❖ Sicagen India Limited ❖ Southern Petrochemical Industries Corporation Limited ❖ Mercantile Ventures Limited ❖ India Radiators Limited	Non-Executive Independent Director in all companies.



2	S. Asokan Non-Executive Independent	Nil	Nil
3	Rita Chandrasekar Non-Executive Independent	❖ Sicagen India Limited ❖ Southern Petrochemical Industries Corporation Limited ❖ India Radiators Limited	Non – Executive Independent in all the companies
4	G. Ramachandran Managing Director Executive Non-Independent	Nil	Nil
5	K R Anandan Non-Executive Non-Independent	Nil	Nil
6	E Balu Non-Executive Non-Independent	Nil	Nil

**Notes:**

- Other Directorships exclude foreign companies, private limited companies, Section 8 companies and alternate directorships.
- Only Membership in Audit Committees and Stakeholder's Relationship Committee (other than in TFL) are reckoned for Other Board Committee Memberships. Figures in brackets denote the number of companies / committees of listed companies in which the Director is the Chairperson.
- None of the Directors hold any shares in the Company nor have any inter se relationship.
- The details of changes in the composition of the Board are furnished in the Directors' Report.

**Skills / Expertise / Competencies of the Board of Directors**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members: i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.

- Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy - Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- Financial and Management skills.
- Technical / Professional skills and specialized knowledge in relation to Company's business.

Directors	Area of Expertise				
	Knowledge on Companies Business, Policies and Culture	Behavioral Skills	Business Strategy	Financial and Management Skills	Technical / Professional Skill
Mr. B.Narendran	✓	✓	✓	✓	✓
Mr. S. Asokan	✓	✓			✓
Mrs Rita Chandrasekar	✓	✓		✓	
Mr G Ramachandran	✓	✓	✓	✓	✓
Mr E Balu	✓	✓	✓	✓	✓
Mr K R Anandhan	✓	✓	✓	✓	

Based on the disclosures received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions of Independence as specified in the Act and SEBI Listing Regulations and are independent of the Management.

**3. Board Meetings**

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. A tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board Meeting.

During the year viz., from 1st April, 2022 to 31st March, 2023, four Board Meetings were held. Dates of the Board Meeting and the attendance of the Directors in the meetings are given below:



Date of the Board Meeting	Strength of the Board	No. of Directors present
19.05.2022	6	6
18.08.2022	6	6
31.10.2022	6	6
30.01.2023	6	6

The maximum interval between any two meetings was within the maximum allowed gap of 120 days.

#### 4. Independent Directors' Meeting

During the year, the Independent Directors of the Company met separately on 30.01.2023 without the presence of other Director or Management representatives, to review the performance of Non-Independent Director and the Board of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board.

#### 5. Committees of the Board

The Board Committees are set up to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board Meetings for noting. The Board has currently established the following Committees:

##### a. Audit Committee

Composition, Names of Chairman and Members

The Audit Committee of your Company was set up in the year 1986 well before the Corporate Governance Code became mandatory. During the year, the Audit Committee consisted of two Directors Non-Executive and Independent Directors and one being Non-Executive and Non-Independent Director. As on 31st March, 2023, the Chairman of the Committee is

Mr. B. Narendran, Director and the other members of the Committee are Mr. K.R.Anandan, Director and Mrs. Rita Chandrasekar, Director

##### Meetings and attendance

Four Meetings of the Audit Committee were held during the year. The dates are 19.05.2022, 18.08.2022, 31.10.2022 and 30.01.2023. The attendance of each Member of the Committee is given below

Names of Directors	No. of meetings attended
B. Narendran	4
K.R. Anandan	4
Rita Chandrasekar	4

##### Brief description of Terms of Reference

The Terms of Reference of the Audit Committee cover the matters specified for Audit Committees under Section 148 of the Companies Act, 2013, the rules made thereon and SEBI (LODR) Regulations, 2015.

##### b. Nomination and Remuneration Committee and Remuneration Policy.

Nomination and Remuneration Committee of the Board was constituted on 15th March, 2002 to formulate and recommend to the Board, from time to time, the compensation structure for Directors of the Board. As on 31st March 2023, the Chairman of the Committee is Mr. Narendran and Members are Mr. S. Asokan and Mrs. Rita Chandrasekar.

##### Remuneration to Directors

Mr.G.Ramachandran, was appointed as Vice President & Whole Time Director (WTD) of the Company for a period of two years with effect from 12th December, 2011. Mr. G Ramachandran has been re-designated as Managing Director with effect from 1.11.2013 and on 4th August, 2016, he has been reappointed for a further period of three years up to 11.12.2018. He reverted back to full time service of the Company w.e.f 01.10.2018, after completing his assignment on an advisory role with Greenstar Fertilizers Limited. In the 48<sup>th</sup> AGM held on 27<sup>th</sup> August, 2021, he has been reappointed for a further period of three years up to 12.12.2024 with remuneration fixed by the Nomination and Remuneration Committee. He has been paid a remuneration of Rs.65.12 lakhs for the year ended 31<sup>st</sup> March, 2023.

The Non-Executive Directors are being remunerated by way of Sitting Fees.

The Sitting Fees paid to Non-Executive Directors for the year ended 31<sup>st</sup> March, 2023 are as follows:

S.No	Name of the Director	Sitting Fees paid (Rs)
1.	B. Narendran	1,25,000
2.	S. Asokan	1,25,000
3.	Rita Chandrasekar	1,25,000
4.	K.R. Anandan	1,25,000
5.	E.Balu	1,25,000

##### Meetings and Attendance:

The meeting of Nomination and Remuneration Committee was held on 19-05-2022 and 31-10-2022 during the year. The attendance of the members of the committee is mentioned below:

S.No.	Name	No. of meetings attended
1	B. Narendran	2
2	S. Asokan	2
3	Rita Chandrasekar	2

##### Performance Evaluation Criteria for Independence of Directors:

The evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

Further, the evaluation process was based on the affirmation received from the Independent Directors that they met the independence criteria as required under the Companies Act, 2013 and the Listing Regulations.

**c. Stakeholders Relationship Committee:**

The Chairman of the Committee is Mr. B. Narendran, Director and the members of the Committee are Mr. G. Ramachandran, Managing Director and Mr. S. Asokan, Director. The Board of Directors of the Company have authorised the Managing Director to approve the share transfers and transmissions once in a fortnight. Ms. S. Rohini Priyadarshini, Company Secretary was the Compliance officer of the Company till 31.10.2022 and Ms. C.S.Vijayalakshmi was appointed as Company secretary and Compliance officer w.e.f 01.11.2022.

This enabled the Company to expeditiously process and approve share transfers and transmissions, within 10-15 days of receipt of the investors' requests. The Company had no pending documents for transfer as on 31st March, 2023. The Company has not received any complaint during the year.

**d. Risk Management Committee:**

The Committee is constituted to frame, implement and monitor the risk management plan for the Company. The Chairman of the Committee is Mr. B Narendran and other members are Mr.G Ramachandran, Mr.S.Asokan and Mr.S.Nandakumar. A support team was also implemented in the site at Tuticorin including Mr.E.Balu Director and Mr.E.Rajeshkumar for continuous and regular review.

**6. Code of Conduct**

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company who have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director and Chief Financial Officer to this effect is enclosed at the end of this Report. The Code of Conduct is also posted in the website of the Company viz., [www.tacfert.in](http://www.tacfert.in).

**7. Insider Trading**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has prescribed a Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

**8. Secretarial Audit**

A secretarial audit was carried out by a qualified Practicing Company Secretary for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The audit confirms that the total issued/paid up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, Secretarial Audit was conducted by

Mr. R.Kannan, Practicing Company Secretary for the year ended 31st March, 2023. Secretarial Audit Report forms part of the Annual Report

**9. General Meetings**

Details of location, date and time of Annual General Meetings held during the last three years:

Year	Location	Date and Time
47th AGM 2019-20	Through VC	21st September, 2020 10.00 am
48th AGM 2020-21	Through VC	27th August, 2021 10.00 am
49th AGM 2021-22	Through VC	21st September, 2022 10.00 am

**Special Resolutions**

Date of AGM	Subject
EGM, 10th April, 2018	<ul style="list-style-type: none"> <li>Change in capital clause of MOA &amp; AOA to increase the Authorized Share Capital of the Company to Rs.122,00,00,000.</li> <li>Issue of 8,40,40,000 equity shares of Rs.10 each on preferential basis to Promoter Group by conversion of unsecured loans and advances.</li> <li>Conversion of 23,00,000 preference shares of Rs.100 each in to equity 2,30,00,000 equity shares of Rs.10 to promoter group.</li> </ul>
45th AGM, 03rd August, 2018	<ul style="list-style-type: none"> <li>Mortgage and / or deposit of title deeds to create on first charge basis in favor of consortium of Banks to secure working capital limit of Rs. 8.31 crore</li> </ul>
46th AGM, 02nd August, 2019	<ul style="list-style-type: none"> <li>Reappointment of Mr.B.Narendran, Independent Non-Executive Director of the Company to hold and continue his office for the second term of five consecutive years w.e.f 14.08.2019</li> <li>Reappointment of Mr.S.Asokan, Independent Non-Executive Director of the Company to hold and continue his office for the second term of five consecutive years w.e.f 14.08.2019</li> <li>Reappointment of Mr.G.Ramachandran as Managing Director of the Company for another term of three years w.e.f 12.12.2018</li> </ul>
47th AGM, 21st September, 2020	<ul style="list-style-type: none"> <li>Re-appointment of Tmt. Rita Chandrasekar (DIN: 03013549) as independent Non-Executive Director of the company</li> <li>Re-appointment Mr. S. Venkataraman (DIN: 08768324) as a Whole Time Director of the company</li> </ul>
48th AGM, 27th August, 2021	<ul style="list-style-type: none"> <li>Re-appointment of Mr. G Ramachandran (Din: 00051999) as Managing Director for a 3 year term beginning 12th December 2021, as he will be attaining the age of 70 on 1st September, 2021</li> </ul>

**Passing of Special Resolution by Postal Ballot**

No Resolution has been passed in Postal Ballot during the year 2022-23.

**10. Disclosures**

During the year ended 31st March, 2023, there were no materially significant related party transactions having conflict with the interests of the Company.

- There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

**11. Means of Communication:**

As stipulated under Regulation 33 read with Regulation 47, the Quarterly Results are intimated to the Stock Exchanges and an extract, in the prescribed format is published in one English Newspaper (Trinity Mirror) and one Tamil Newspaper (Makkal Kural). The results are also displayed in the website of the Company viz., www.tacfert.in. The information stipulated under Regulation 46 of the Regulations are also available in the website of the Company. In addition, official press/news releases and several other details/information of interest to various stakeholders are submitted to the Stock Exchanges and also made available in the website.

**12. Familiarization programme for Independent Directors:**

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc., through various programmes. These include orientation programme upon induction of new Director, as well as other initiatives to update the

Directors on an ongoing basis. Further, the Company also makes periodic presentations at the Board and Committee meetings on various aspects of the Company's operations including on Health and Safety, Sustainability, performance updates of the Company, Industry scenario, business strategy, internal control and risks involved and mitigation plan. The details of the Familiarization Programme for Independent Directors is disclosed on the Company's website at www.tacfert.in

**13. Code for Prevention of Insider Trading Practices.**

In compliance with the SEBI regulation on prevention of insider trading, the Company has placed a comprehensive code of conduct for its Directors, designated employees of the Company and their immediate relatives. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. Subsequently, the Company has its code in line with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**14. General Shareholder Information**

i.	Annual General Meeting Date, Time and Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated December 28 <sup>th</sup> , 2022 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
ii.	Financial year April 2022 – March 2023 Estimated results Financial year 2023-2024	First-Quarter Results–Second week of August, 2023. Half-Yearly Results – Last Week of October, 2023 Third Quarter Results - Last Week of January, 2024 Annual Results for the year ended 31st March 2024–Third Week of May, 2024.
iii.	Record Date Book Closure Date	18.09.2023 From 19th September, 2023 to 25th September, 2023
iv.	Listing of Equity Shares on Stock Exchanges	Bombay Stock Exchange Limited. The Company has paid the Listing Fees to the Stock Exchange up to date
v.	Registrar and Transfer Agents	Cameo Corporate Services Limited Subramanian Building, 1, Club House Road, Chennai – 600 002
vi.	Stock Code Demat ISIN No.	506808 - Bombay Stock Exchange Limited. INE 400A01014
vii.	Share Transfer System	The power to approve transfer and transmission of shares has been delegated by the Board to the Managing Director and Stakeholders Relationship Committee. Share Transfer requests are processed within a period of 15 days from the date of receipt. Letters are sent to the shareholders after transfer of shares in their names. The share certificates are dispatched by Registered Post
viii.	Dematerialization of shares and liquidity	98.82% equivalent to 12,18,35,830 Equity Shares of the total Equity Capital is held in dematerialised form. The Company's equity shares are regularly traded in the Bombay Stock Exchange Limited in the compulsory demat form..
ix.	Details of public funding obtained in the last three years Outstanding GDRs/ ADRs / Warrants of any convertible instruments.  Depository Registry For providing connectivity to both the depositories viz., National Securities Depository Services Limited and Central Depository Services (India) Limited	No capital has been raised in the last three years from Public.  Not Issued  Cameo Corporate Services Limited Subramanian Building, 1, Club House Road Off. Anna Salai, Chennai - 600 002 Telephone No.28460390 : Fax No. 28460129 Email: investor@cameoindia.com
x.	Plant Location	Harbor Construction Road, Tuticorin - 628 005
xi.	Compliance Officer & Address for Communication	Ms. C.S.Vijayalakshmi Company Secretary Tuticorin Alkali Chemicals and Fertilizers Limited 'SPIC House', 88, Mount Road, Guindy, Chennai – 600 032. Telephone No. 22352513 Email: info@tacfert.com
xii.	Website	www.tacfert.in

**15. Other disclosure**

- a) There were no materially significant related party transactions that had potential conflict with the interests of the Company at large. Transactions in the ordinary course of business with the related parties are disclosed in the Notes to Financial Statements.
- b) As stipulated under the Act and the Regulations a Whistle blower Policy has been framed, the text of which has been uploaded in the website of the Company viz.,www.tacfert.in. No personnel has been denied access to the Audit Committee.
- c) All the mandatory requirements of Corporate Governance under the Regulations have been complied with.
- d) The policy on dealing with related party transaction has been placed on the website of the Company www.tacfert.in.
- e) Certificate on Corporate Governance

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of Companies. A Certificate that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been obtained from M/s. KRA & Associates, practicing Company secretaries.

- f) The Board of Directors has accepted all the recommendations made by the committees.
- g) All the requirements of corporate governance report specified in Sub-paras (2) to (10) of Para C of Schedule V to the Regulations have been complied with.
- h) The MD (CEO) and CFO of the Company have certified to the Board on the integrity of the Financial Statements, effectiveness of internal controls and significant changes in internal control / accounting policies during the year as required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015
- i) Pursuant to the requirement of Regulation 46 of the LODR Regulations, the Company maintains a functional website and the website address is www.tacfert.in. Website of the Company provides the basic information about the Company e.g.details of its business, financial information, various policies, shareholding pattern & other details relevant to the shareholders and the Company is regularly updating the information provided on its website.
- j) The Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46 (2) (b) to (i) of the Regulations.
- k) Total fees for all services paid by the Company to the statutory auditor is given below.

Particulars	(Rupees in Lakhs)
Audit Fees	7.50
Tax Audit Fees	-
Other Services	0.70
Reimbursement of expenses	-
Total	8.20

- l) Disclosure in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.
- a. Number of complaints filed during the financial year - Nil
- b. Number of complaints disposed of during the financial year - Nil
- c. Number of complaints pending at the end of the financial year - Nil

**16. Details of compliance with mandatory requirements of SEBI (LODR) Regulations, 2015 and adoption of non-mandatory requirements of Regulation 27(1) of LODR:**

The Company is in compliance with all the mandatory provisions related to Corporate Governance pursuant to the requirements of the LODR with other applicable provisions, if any. The details of adoption of discretionary requirements as stipulated in Regulation 27(1) of SEBI (LODR) and Part E of Schedule II are as follows:

**a. Shareholders' Rights:**

The half-yearly (including quarterly) financial performance are published in the newspapers and are also posted on the Company's website. The Company also used to report significant events to the Bombay Stock Exchange from time to time. Hence, the same are not being sent to the shareholders.

**b. Audit Qualifications:**

During the period under review, there is no audit qualification in the Company's Financial Statements. There have been no modified opinions on the financial statements and the Company is under a regime of unmodified audit opinions.

**c. Reporting of the Internal Auditor:**

The Company is having independent Internal Auditor (separate from the employees). The Internal Auditor's report is presented to the Audit Committee for review and further directions and also to the CFO for his perusal.

**To the Members of Tuticorin Alkali Chemicals and Fertilizers Limited:****DECLARATION TO THE MEMBERS PURSUANT TO SCHEDULE II – CORPORATE GOVERNANCE – SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We, G Ramachandran, Managing Director and S Nandakumar, Chief Financial Officer, hereby declare that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct, formulated by the Company, for the year ended 31st March, 2023.

For and on behalf of the Board of Directors

Chennai  
24th May, 2023

**S. NANDAKUMAR**      **G. RAMACHANDRAN**  
Chief Financial Officer      Managing Director



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To:

The Members of  
TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED** having CIN: **L24119TN1971PLC006083** and having registered office at SPIC House, 88, Mount Road Guindy Chennai 600032 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment
1.	Mr. BHIMSINGH NARENDRAN	01159394	18/01/2012
2.	Mr. ANANDAN KRISHNAMACHARI RAJAGOPALAN	00051999	15/06/2020
3.	Mrs. RITA CHANDRASEKAR	03013549	30/03/2015
4.	Mr. GOPALAN RAMACHANDRAN	00051999	12/12/2011
5.	Mr. SOUNDARAM ASOKAN	06591756	27/05/2013
6.	Mr. EKAMURTHY BALU	08773795	09/07/2021

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

Place: Chennai  
Date: 03.08.2023

FOR **KRA & ASSOCIATES**

**R. Kannan**  
Sr. Partner  
FCS 6718 / CP No. 3363  
UDIN: F006718E000732751  
Peer Review Certificate no. 1847/2022



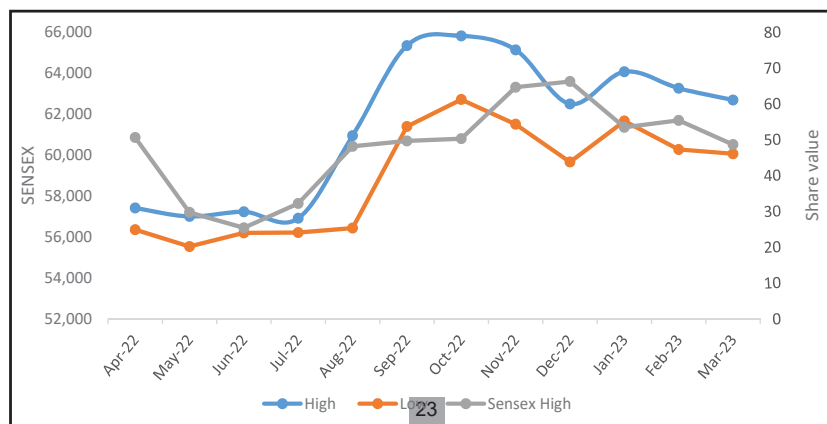
## DISTRIBUTION OF HOLDINGS

Share or Debenture Holders	Share / Debenture holdings		Share Debenture holding		
	Shares	Number	% of total	Shares	% of total
1 - 100		15034	69.14	798837	0.66
101 - 500		4850	22.30	1331611	1.09
501 - 1000		993	4.57	826686	0.68
1001 - 2000		433	1.99	672211	0.55
2001 - 3000		138	0.64	357129	0.29
3001 - 4000		64	0.29	230732	0.19
4001 - 5000		56	0.26	266370	0.22
5001 - 10000		88	0.40	647582	0.53
10001 - And Above		90	0.41	116704672	95.79
		21746	100.00	121835830	100

## MARKET / SHARE PRICE DATA BOMBAY STOCK EXCHANGE LIMITED, MUMBAI

Month	Company shares Listed at BSE		Sensex	
	High	Low	High	Low
Apr-22	30.85	24.80	60,845.10	56,009.07
May-22	28.50	20.10	57,184.21	52,632.48
Jun-22	29.80	23.90	56,432.65	50,921.22
Jul-22	28.00	24.00	57,619.27	52,094.25
Aug-22	51.05	25.25	60,411.20	57,367.47
Sep-22	76.20	53.60	60,676.12	56,147.23
Oct-22	78.90	61.15	60,786.70	56,683.40
Nov-22	75.00	54.25	63,303.01	60,425.47
Dec-22	59.90	43.70	63,583.07	59,754.10
Jan-23	68.90	55.15	61,343.96	58,699.20
Feb-23	64.30	47.20	61,682.25	58,795.97
Mar-23	60.99	46.00	60,498.48	57,084.91

Performance of the Company's Equity shares vis-à-vis the BSE Sensex.





### Independent Auditors' Certificate on Corporate Governance

#### To the Members of

#### Tuticorin Alkali Chemicals and Fertilizers Limited

We the Statutory Auditors of Tuticorin Alkali Chemicals and Fertilizers Limited (the 'Company') have examined the compliance of conditions of Corporate Governance by the Company for the year ended March 31, 2023 as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D, E of schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 ('the Regulations') and as amended from time to time.

#### Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

#### Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised

2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

Based on our examination of relevant records and information and according to the explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D, E of schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, during the year ended March 31, 2023, as applicable.

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

#### MSKA & Associates

Chartered Accountants  
Firm Registration No. 105047W

#### Geetha Jeyakumar

Partner  
Membership No. 029409  
UDIN: 23029409BGTMVC9098

Place: Chennai  
Date: May 24, 2023



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2023**

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

To,  
The Members,  
TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED  
No: 88, Mount Road,  
Guindy, Chennai – 600032

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED (hereinafter called the Company). The 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 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, 2023 complied with the statutory provisions listed thereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31/03/2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
  - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

The other laws as may be applicable specifically to the company:

- a. The Fertilizers Control Order, 1985
- b. The Tamil Nadu (Prevention and Control of Pollution) Rules, 1983
- c. The Air (Prevention and Control of Pollution) Act, 1981
- d. The Hazardous Waste (Management and Handling) Rules, 1989
- e. The Boilers Act, 1923

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observation(s).

**Under SEBI (Listing Obligations and Disclosure Requirements),2015:**

1. There was a delay in furnishing prior intimation about the meeting of the Board of Directors for the month of October 2022 quarterly results. Further BSE has also imposed a fine of Rs.11,800/- for non-compliance under Regulation 29(2).
2. There was a delay in submission of disclosure of related party transactions on consolidated basis for half year ended September 2022. Further BSE has also imposed a fine of Rs.17,700/- for non-compliance under Regulation 23(9).

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members views are captured a recorded as part of the minutes.

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.

**FOR KRA & ASSOCIATES**

**R.Kannan**  
Sr. Partner

Date: 03.08.2023  
Place: Chennai

FCS 6718 / CP No. 3363  
UDIN: F006718E000732696  
Peer Review Certificate no. 1847/2022

**Annexure A**

Our report of even date is to be read along with this letter.

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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of the corporate laws and other applicable laws, rules, regulations, standards are the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR KRA & ASSOCIATES**

**R.Kannan**

Sr. Partner

FCS 6718 / CP No. 3363

UDIN: F006718E000732696

Peer Review Certificate no. 1847/2022

Date: 03.08.2023

Place: Chennai



## INDEPENDENT AUDITORS' REPORT

**To the Members of Tuticorin Alkali Chemicals and Fertilizers Limited****Report on the Audit of the Financial Statements****Opinion**

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit 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 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 financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter:**

We draw attention in the Note 3(i) to the financial statement which states that, during the year, the Company has changed its accounting policy with respect to subsequent measurement of class of assets under property, plant and equipment consisting, of freehold land and building, from cost model to revaluation model in accordance with INDAS 16 to reflect the fair value of land and building, which as per management, provides reliable and more relevant information about the entity's financial position. Accordingly, fair value of free hold land and building was obtained from an independent valuer as on March 31, 2023 resulting in fair value gain of Rs 19,889.11 lakhs (net of deferred taxes amounting to Rs 3,969.81 lakhs) being recorded in other comprehensive income.

Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the 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 following matters as key audit matters to be communicated in our report.

SI No	Key Audit Matter	Auditor's Procedures
1.	<p><b>Revenue recognition</b></p> <p>During the current year, Company's revenues has increased substantially compared to past historical trends amounting to Rs 51,508.92 lakhs (PY: Rs 18,056.54 lakhs).</p> <p>The Company recognises revenue from sale of goods when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. Revenue from sale of goods is accounted at point in time when control of goods is transferred to customers and there are no unfulfilled obligations, which is on despatch of the goods, in accordance with Ind AS 115 "Revenue from Contracts with Customers".</p> <p>Revenue recognition is considered as significant audit risk considering the significance of the revenue amounts recorded and also the significant judgement involved in recognising the timing of transfer of control. There is also risk of misstatement of the Financial Statements related to transactions occurring close to the year end, as these transactions could be recorded in the incorrect financial period.</p> <p>Also, the Company and external stakeholders focus on revenue as key performance indicator and therefore there could be a risk of material misstatement with respect to revenue recognition.</p> <p>Accordingly, based on the above significant judgement and estimations involved, revenue recognition is considered as a key audit matter.</p>	<p>We have assessed the Company's process for recognition of revenue. Our audit procedures consist of testing the design and implementation, Operative effectiveness of controls involved and substantive testing as enumerated below:</p> <ol style="list-style-type: none"> <li>1. Assessed the appropriateness of Company's accounting policy of Company with respect to revenue recognition under INDAS 115 "Revenue from contracts with customers".</li> <li>2. Evaluated the design and implementation and tested the operative effectiveness of key financials controls relating to revenue recognition with combination of inquiry, inspection and observation on test check basis.</li> <li>3. Performed substantive procedures on samples selected on test check basis throughout the year, by verifying with the sales invoice, proof of despatch, purchase orders etc as applicable to evaluate transfer of control and satisfaction of performance obligations.</li> <li>4. Obtained direct confirmation of balances and transactions from major customers.</li> <li>5. Performed cut-off procedures on revenue transactions near the year end by verifying the supporting documents for the despatch of goods for to verify whether the revenue was recognised in the correct appropriate accounting period, in accordance with Ind AS 115.</li> </ol>

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and analysis report, and Director's report along with annexures but does not include the financial statements and our auditor's report thereon.

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

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

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

In preparing the financial statements, the management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
  - (g) 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 financial statements - Refer Note 33 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. 1) The Management has represented that, to the best of its knowledge and belief as disclosed in note no 40, 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(s) or entity(ies), 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") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 2) The Management has represented, that, to the best of its knowledge and belief as disclosed in note no 40, no funds



have been received by the Company from any person(s) or entity(s), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, 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.

- 3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard 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 (1) and (2) above, contain any material mis-statement.

v The Company has neither declared nor paid any dividend during the year.

vi As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023. Accordingly reporting under this clause is not applicable.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

For **MSKA & Associates**  
Chartered Accountants  
ICAI Firm Registration No. 105047W

**Geetha Jeyakumar**  
Partner

Place: Chennai  
Date: May 24, 2023

Membership No. 029409  
UDIN: 23029409BGTMB8400

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED

### Auditor's Responsibilities for the Audit of the 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements 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 financial statements, including the disclosures, and whether the 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 financial statements for the year ended March 31, 2023 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **MSKA & Associates**  
Chartered Accountants  
ICAI Firm Registration No. 105047W

**Geetha Jeyakumar**  
Partner

Place: Chennai  
Date: May 24, 2023

Membership No. 029409  
UDIN: 23029409BGTMB8400



**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED FOR THE YEAR ENDED MARCH 31, 2023**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment, capital work in progress and Investment property.  
 B. The Company has no intangible assets. Accordingly, the provisions stated in paragraph 3(i)(a)(B) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
- (c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except for the following immovable properties:

Sr. No.	Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held -Indicate range, where appropriate	Reason for not being held in name of Company (also indicate if in dispute)
1	Freehold Land	Rs 1.07 Lakhs	Southern Petrochemicals Industries Corporation Limited	Promoter	1994-till date	Administrative reasons

Immovable properties of land and buildings whose title deeds are deposited with banks as security for the working capital loans, are held in the name of the Company based on the Memorandum of Deposit of title deeds executed between the banks and the Company for which confirmations have been obtained from respective bankers.

- (d) According to the information and explanations given to us, the Company has revalued its Property, Plant and Equipment which is based on the valuation by Registered Valuer. The following are details where change is 10% or more in aggregate of net carrying amount for each class of Property, plant and Equipment:

(Amounts in Rs lakhs)

Sr. No	Particulars	Net carrying value as on March 31, 2023 (before revaluation) (A)	Net carrying value as on March 31, 2023 (after revaluation) (B)	Amount of change (A) - (B)
1	Land	38.93	21,035.00	20,996.07
2	Building	641.39	3,504.24	2,862.85

- e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.
- ii. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage & procedure of such verification is reasonable and appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 500 lakhs in aggregate from Banks/financial institutions on the basis of security of current assets. In our opinion and according to the information and explanation provided to us, Quarterly returns / statements are filed with such Banks/ financial institutions which are not in agreement with the books of account. Details of the same are as below.

(Amounts in Rs lakhs)

Quarter Ended	Amount as per books of accounts	Amount as per quarterly return/statement
June-22	15,318.60	11,802.93
September-22	19,082.31	17,485.75
December-22	21,055.42	16,164.68
March-23	20,486.42	13,246.78

Also Refer note 18 of the audited Financial statements.

- iii. According to the information explanation provided to us, the Company has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnership or any other parties. Hence, the requirements under paragraph 3(iii) (a) to (f) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, the Company has neither, directly or indirectly, granted any loan, or provided guarantee or security to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of Section 185 of the Act nor made investments through more than two layers of investment companies in accordance



with the provisions of Section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits including amounts deemed to be deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under
- vi. We have broadly reviewed the books of account maintained in relation to materials, labour and other items of cost by the Company pursuant Rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

Statutory dues which were outstanding, as at March 31, 2023 for a period of more than six months from the date they became payable are as follows:

Rupees in Lakhs

Name of the statute	Nature of the dues	Amount Rs.	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Tamil Nadu Municipal Laws Act	Professional Tax	13.52	2006 to 2022	Various Dates	Not Paid	NA
Tamil Nadu General Sales Tax Act, 1959	Deferred Sales Tax	243.72	2003 to 2006	Various Dates	Not Paid	NA

- (b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Rupees in Lakhs

Name of the statute	Nature of dues	Amount Demanded Rs.	Period to which the amount relates	Forum where dispute is pending
Tamil Nadu General Sales Tax Act, 1959	Purchase Tax, Penalty	67.93	1983-84	Sales Tax Appellate Tribunal
Tamil Nadu General Sales Tax Act, 1959	Purchase Tax, Penalty	92.26	1984-85	Honorable High Court of Madras
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	0.37	1996-97	Appellate Assistant Commissioner
The Central Sales Tax Act, 1956	Sales Tax - Non- Submission of prescribed Form (F Form)	11.47	1997-98	Appellate Assistant Commissioner
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	175.72	1997-98	Appellate Assistant Commissioner
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	2.51	2001-02	Sales Tax Appellate Tribunal
Finance Act, 1994	Service Tax	83.10	2006-07	The Customs, Excise and Service Tax Appellate Tribunal
The Central Excise Act, 1944	Wrong Availment of Cenvat Credit	109.00	2007-08	Madurai Bench of Madras High Court
Employees Provident	Provident Fund - Damages and Interest	52.93	2013-16	Industrial Tribunal cum Labour Court

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.



- (e) The Company does not have any subsidiary, associate, or joint venture. Hence reporting under the Clause (ix)(e) of the order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate, or joint venture. Hence, reporting under the Clause 3(ix)(f) of the order is not applicable to the Company.
- x. (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Hence, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- xi. (a) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company nor on the Company has been noticed or reported during the course of our audit.
- (b) No report under subsection 12 of section 143 of Companies Act 2013 have been filed in ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.(a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- We have considered internal audit reports of the Company issued by internal auditors during our audit in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to Company.
- xvi.(a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3 (xvi)(a) of the Order are not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph 3 (xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph 3 (xvi)(c) of the Order are not applicable to the Company.
- (d) The Group does not have more than one CIC as a part of its group. Hence, the provisions stated in paragraph 3 (xvi)(d) of the Order are not applicable to the Company.
- xvii. Based on the overall review of financial statements, Company has not incurred cash losses during the current financial year whereas Company had incurred cash losses amounting to Rs.3,093.68 lakhs during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph 3 (xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Act are not applicable to the Company. Hence, reporting under paragraph (xx)(a) to (b) of the Order is not applicable to the Company.
- xxi. According to the information and explanation provided to us, Company does not have subsidiary or joint venture, hence reporting under clause xxi is not applicable.

For **MSKA & Associates**  
Chartered Accountants  
ICAI Firm Registration No. 105047W

**Geetha Jeyakumar**  
Partner  
Membership No. 029409  
UDIN: 23029409BGTMBV8400

**ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED**

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tuticorin Alkali Chemicals and Fertilizers Limited on the Financial Statements for the year ended March 31, 2023]

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 13 ("the Act")****Opinion**

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

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements 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) (the "Guidance Note").

**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 with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 with reference to financial statements based on our audit. We conducted our audit in accordance with 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls With reference to Financial Statements**

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 With reference to financial statements**

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

For **MSKA & Associates**  
Chartered Accountants  
ICAI Firm Registration No. 105047W

**Geetha Jeyakumar**  
Partner

Membership No. 029409

UDIN: 23029409BGTMB8400

Place: Chennai  
Date: May 24, 2023



## BALANCE SHEET AS AT 31 MARCH 2023

(Rupees in Lakhs)

S.No	Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
<b>A</b>	<b>ASSETS</b>			
	<b>1 Non-Current Assets</b>			
	a) Property, Plant and Equipment	3 (i)	30,036.38	5,785.50
	b) Capital work-in-progress	3 (ii)	465.95	393.38
	c) Investment property	4	175.94	181.32
	<b>d) Financial Assets</b>			
	i) Other non-current assets	5	17.54	17.54
	e) Other non-current assets	6	1,072.21	845.54
	f) Income tax Asset (Net)	8	74.40	67.92
	<b>TOTAL NON-CURRENT ASSETS</b>		<b>31,842.42</b>	<b>7,291.20</b>
	<b>2 Current assets</b>			
	a) Inventories	9	4,025.56	5,151.65
	b) Financial assets			
	i) Investments	10	0.05	0.05
	ii) Trade Receivables	11	17,404.50	908.47
	iii) Cash and Cash equivalents	12 A	2.30	87.15
	iv) Bank balances other than (iii) above	12 B	1.20	1.20
	v) Other financial assets	13	18.93	18.11
	c) Other Current assets	14	529.35	958.02
	<b>TOTAL CURRENT ASSETS</b>		<b>21,981.89</b>	<b>7,124.65</b>
	<b>TOTAL ASSETS</b>		<b>53,824.31</b>	<b>14,415.85</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>1 Equity</b>			
	a) Equity share capital	15	12,186.76	12,186.76
	b) Other Equity	16	(11,219.69)	(41,163.90)
	<b>Total Equity</b>		<b>967.07</b>	<b>(28,977.14)</b>
	<b>2 Liabilities</b>			
	<b>(a) Non-Current Liabilities</b>			
	<b>Financial liabilities</b>			
	i) Trade payables	17	-	-
	- total outstanding dues to micro enterprises and small enterprises		-	-
	- total outstanding dues to creditors other than micro enterprises and small enterprises		26,312.11	17,839.47
	Deferred Tax Liabilities	7	1,728.02	
	<b>Total Non-Current Liabilities</b>		<b>28,040.13</b>	<b>17,839.47</b>
	<b>(b) Current Liabilities</b>			
	<b>(a) Financial liabilities</b>			
	(i) Borrowings	18	383.09	629.54
	(ii) Trade payables	19		
	- total outstanding dues to micro enterprises and small enterprises		718.95	340.69
	- total outstanding dues to creditors other than micro enterprises and small enterprises		15,471.92	16,417.56
	(iii) Other Financial Liabilities	20	5,342.30	4,884.52
	(b) Other Current Liabilities	21	2,834.08	3,228.39
	(c) Provisions	22	66.77	52.82
	<b>Total Current Liabilities</b>		<b>24,817.11</b>	<b>25,553.52</b>
	<b>Total Liabilities</b>		<b>52,857.24</b>	<b>43,392.99</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>53,824.31</b>	<b>14,415.85</b>
	<b>Significant accounting policies</b>			

The accompanying notes are integral part of these financial statements

In terms of our report of even date attached

For MSKA &amp; Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

For and on behalf of the Board

Geetha Jeyakumar

Partner

Membership No: 029409

G. Ramachandran

Managing Director

DIN: 00051999

K.R Anandan

Director

DIN: 00314502

Place: Chennai

Date : 24 May 2023

S. Nandakumar

Chief Financial Officer

C S Vijayalakshmi

Company Secretary



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(Rupees in Lakhs)

S.No	Particulars	Note No.	Year ended 31 March, 2023	Year ended 31 March, 2022
I	Revenue from operations	23	51,293.70	17,451.98
II	Other income	24	215.22	604.56
III	<b>Total revenue (I+II)</b>		<b>51,508.92</b>	<b>18,056.54</b>
IV	<b>Expenses</b>			
	Cost of raw material and components consumed	25 A	21,241.48	11,887.25
	Purchase of Traded Goods	25 AA	4,222.99	-
	Changes in inventories of finished goods and work-in-progress.	25 B	1,705.89	(2,311.95)
	Employee benefits expense	26	1,787.58	1,314.04
	Finance costs	27	321.26	230.18
	Depreciation expense	3 (i)	367.55	303.71
	Other expenses	28	13,986.08	10,030.70
	<b>Total expenses</b>		<b>43,632.83</b>	<b>21,453.93</b>
V	<b>Profit/ (Loss) before tax (III-IV)</b>		<b>7,876.09</b>	<b>(3,397.39)</b>
VI	Tax expense			
	a) Current tax expenses		-	-
	b) Deferred tax expenses	7	(2,241.79)	-
VII	<b>Profit/(Loss) for the year (V-VI)</b>		<b>10,117.88</b>	<b>(3,397.39)</b>
	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	Revaluation Reserve on Property, Plant, Equipment (net of taxes)	3(i)	23,858.92	
	Remeasurements gains/(losses) on Defined benefit plans		(62.79)	9.60
	Income Tax related to items that will not be reclassified to Profit or loss	7	(3,969.81)	
VIII	<b>Total Other Comprehensive Income for the year</b>		<b>19,826.32</b>	<b>9.60</b>
IX	<b>Total Comprehensive Profit / (Loss) for the year(VII-VIII)</b>		<b>29,944.20</b>	<b>(3,387.79)</b>
X	<b>Earnings per equity share</b>			
	Basic and Diluted (in Rs.)	29	8.30	(2.79)
	Weighted average number of shares used in computing earnings per equity share		12,18,35,830	12,18,35,830
	<b>Significant accounting policies</b>	2.2		

The accompanying notes are integral part of these financial statements

In terms of our report of even date attached

For MSKA & Associates

Chartered Accountants

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For and on behalf of the Board

Geetha Jeyakumar

Partner

Membership No: 029409

G. Ramachandran

Managing Director

DIN: 00051999

K.R Anandan

Director

DIN: 00314502

Place: Chennai

Date : 24 May 2023

S. Nandakumar

Chief Financial Officer

C S Vijayalakshmi

Company Secretary



## CASHFLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2023

(Rupees in Lakhs)

S. No.	Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
<b>A</b>	<b>Cash flow from operating activities</b>		
	Profit/(Loss) before tax	7,876.09	(3,397.39)
	Adjustments for:		
	Rental Income	(23.96)	(14.84)
	Depreciation expenses	367.55	303.71
	Finance cost	321.26	230.18
	Unrealised Exchange (Gain)/loss	1,394.91	
	Liabilities no longer payable	(97.00)	110.23
	<b>Operating loss before working capital changes</b>	<b>9,838.85</b>	<b>(3,287.16)</b>
	Adjustments for (Increase)/Decrease in:		
	Inventories	1,126.09	(3,346.57)
	Trade Receivables	(17,890.95)	407.56
	Other Non Current Assets	(14.33)	46.07
	Other Financial Assets	(0.82)	(8.08)
	Other Current Assets	525.70	(182.42)
	Adjustments for Increase/(Decrease) in		
	Trade payables	7,905.25	10,535.02
	Other Current Liabilities	(394.29)	(3,523.04)
	Other Current Financial Liabilities	350.66	305.20
	Current Provisions	(48.84)	(3.33)
		<b>(8,441.53)</b>	<b>4,230.42</b>
	<b>Cash generated from operations</b>	<b>1,397.32</b>	<b>943.26</b>
	Income tax paid	(6.48)	(12.88)
	<b>Net cash flows from operating activities (A)</b>	<b>1,390.84</b>	<b>930.38</b>
<b>B</b>	<b>Cash flow from Investing activities</b>		
	Purchase of property, plant and equipment	(1,039.05)	(782.22)
	Investments in Fixed Deposits	-	(1.20)
	Rental Income	23.96	14.84
	<b>Net cash flow used in investing activities (B)</b>	<b>(1,015.09)</b>	<b>(768.58)</b>
<b>C</b>	<b>Cash flow from Financing activities</b>		
	Proceeds/(Repayment) of current borrowings (net)	(246.46)	38.30
	Interest paid	(214.14)	(140.53)
	<b>Net cash flow used in financing activities (C)</b>	<b>(460.60)</b>	<b>(102.22)</b>
	<b>Net (Decrease) / Increase in cash and cash equivalents (A+B+C)</b>	<b>(84.85)</b>	<b>59.58</b>
	Cash and cash equivalents at the beginning of the year	87.15	27.57
	Cash and cash equivalents at the end of the year	2.30	87.15
		<b>(84.85)</b>	<b>59.58</b>
	Notes:		
	1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".		
	2. Cash and cash equivalents comprise (Refer note 12A)		
	Cash on hand	0.77	0.41
	Balances with banks in current accounts	1.53	86.74
	<b>Total cash and bank balances at end of the year</b>	<b>2.30</b>	<b>87.15</b>

The accompanying notes are integral part of these financial statements

In terms of our report of even date attached

For MSKA &amp; Associates

Chartered Accountants

For and on behalf of the Board

ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner

Membership No: 029409

Place: Chennai

Date : 24 May 2023

G. Ramachandran

Managing Director

DIN: 00051999

S. Nandakumar

Chief Financial Officer

K.R Anandan

Director

DIN: 00314502

C S Vijayalakshmi

Company Secretary

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023**

Rupees in Lakhs

(A)

(A) Equity share capital	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Particulars				
Equity shares of Rs.10 each issued, subscribed and fully paid				
Outstanding Shares at the beginning of the year	12,18,35,830	12,186.76	12,35,830	12,186.76
Add:Shares issued during the year	-	-	-	-
Outstanding Shares at the end of the year	12,18,35,830	12,186.76	12,18,35,830	12,186.76

(B) Other equity

Rupees in Lakhs

Particulars	Note No	Reserve and surplus				Items of OCI		Total
		Capital redemption Reserve	Securities premium reserve	General Reserve	Retained earnings	Remeasurements of defined benefit plans	Revaluation reserve {Refer note under Note no 3(i)}	
<b>Balance as at 01 April 2021</b>	16	400.00	43.76	289.09	(38,441.13)	(67.83)	-	(37,776.11)
Loss for the year		-	-	-	(3,397.39)	-	-	(3,397.39)
Other comprehensive Income		-	-	-	-	9.60	-	9.60
<b>Balance as at 31 March 2022</b>		400.00	43.76	289.09	(41,838.52)	(58.23)	-	(41,163.90)
Profit for the year		-	-	-	10,117.88	-	-	10,117.88
Other comprehensive Income/(expenses)		-	-	-	-	(62.79)	27,828.73	27,765.94
<b>Balance as at 31 March 2023</b>		400.00	43.76	289.09	(31,720.64)	(121.02)	27,828.73	(3,280.08)

In terms of our report of even date attached

**For MSKA & Associates**

Chartered Accountants

ICAI Firm Registration No. 105047W

**For and on behalf of the Board**

**Geetha Jeyakumar**

Partner  
Membership No: 029409

**G. Ramachandran**

Managing Director  
DIN: 00051999

**K.R Anandan**

Director  
DIN: 00314502

Place: Chennai

Date : 24 May 2023

**S. Nandakumar**

Chief Financial Officer

**C S Vijayalakshmi**

Company Secretary





## Notes to the Financial statements for the year ended 31 March 2023

**1. Corporate Information**

Tuticorin Alkali Chemicals And Fertilizers Limited ('the Company'/TAC'), having its registered office at Chennai is a Public Limited Company, incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange Limited. The Company is manufacturing and selling Soda Ash and Ammonium Chloride Fertilizer and has its manufacturing facility at Tuticorin.

**2.1 Basis of Preparation of Financial Statements****A. Statement of compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the 2013 Act read with the Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the 2013 Act.

**B. Basis of Measurement**

The financial statements have been prepared on the historical cost basis except for the following material items:

Items	Basis
Certain financial assets and liabilities.	Fair Value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

**a. Functional and Presentation Currency**

These financial statements have been prepared in Indian Rupee (INR) which is the functional currency of the company. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

**b. Statement of cash flows**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses

associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. Cash and cash equivalents for the purpose of the statement of cash flows comprise cash and cash on deposit with banks and financial institutions. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalent.

**c. Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. Significant valuation issues are reported to the Company's board of directors.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- ❖ Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- ❖ Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- ❖ Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in the following note: Note 32: financial instruments.

**d. Use of estimates and Judgements**

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates,



if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer below for detailed discussion on estimates and judgments.

#### Assumptions and estimation uncertainties:

##### i. Useful lives of property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

##### ii. Defined benefit plans (gratuity benefits)

The cost of the defined benefit plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. For details refer Note 30.

## 2.2 Significant Accounting Policies

### i. Revenue Recognition

The Company earns revenue primarily from sale of Soda Ash and Ammonium Chloride (Dual Product). Effective April 1, 2018, the Company has applied Ind AS 115, Revenue from Contracts with Customers, which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 "Revenue" and Ind AS 11 "Construction Contracts". The company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 01, 2018). The impact of adoption of the standard on the financial statements of the company is insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration which the company expects to receive in exchange for those products.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as per the contract with the customer.

Revenue also excludes taxes collected from customers.

### Recognition of interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

### ii. Property, plant and equipment

#### a. Tangible Assets

##### ➤ Recognition and measurement

Freehold land, Buildings except Investment Property are carried in the balance sheet on the basis of revaluation model. The revaluation of these assets is conducted every three years by the Company.

Land, Buildings except Investment Property are measured at fair value less accumulated depreciation on buildings and impairment losses recognized at the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the asset revaluation reserve in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognized in profit or loss, the increase is recognized in profit and loss. A revaluation deficit is recognized in the statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

An annual transfer from the asset revaluation reserve to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred directly to retained earnings.

Cost of an item of other property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working



condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit and loss.

Capital work-in progress comprises of the cost of fixed assets that are not yet ready for their intended use as on the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

➤ **Subsequent expenditure**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

➤ **Depreciation**

Depreciation on fixed assets is charged over the estimated useful life of the fixed assets at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013. Assets purchased/sold during the year are depreciated on a pro-rata basis, based on the actual number of days the assets have been put to use. Assets individually costing upto Rs.5,000/- are depreciated fully over a period of one year from the date of purchase.

Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

**b. Intangible Assets**

Intangibles are initially measured at cost. Such intangible assets are subsequently measured at cost less and accumulated amortisation any accumulated impairment losses.

➤ **Subsequent expenditure**

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in the Statement of profit and loss as incurred.

➤ **Amortization**

Amortization is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in the Statement of profit and loss. The Company amortizes computer software over a period of 5 years.

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

**iii. Financial instruments**

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

**a. Financial Assets**

➤ **Initial recognition and measurement**

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

➤ **Subsequent measurement**

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

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

➤ **Impairment of financial assets**

In accordance with Ind AS 109, Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

➤ **Derecognition of financial assets**

**A financial asset is derecognized only when**

- a) he rights to receive cash flows from the financial asset is transferred or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

**b. Financial liabilities**

➤ **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

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

➤ **Subsequent measurement**

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

• **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. 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 recognized in the Statement of Profit and Loss.

• **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized 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 amortization is included as finance costs in the Statement of Profit and Loss.

• **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs

.c. **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

iv. **Inventories**

Inventories are stated at the lower of cost and net realizable values. Cost is determined as follows:

Inventory	Valuation Method
Raw Materials	Weighted Average Cost
Work in Process	Weighted Average Cost
Finished Goods (including by-products)	Lower of Weighted Average Cost or Net realisable value
Stores and spares	Weighted Average Cost

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Cost comprises all costs of purchase including duties and taxes (other than those subsequently recoverable by the Company), freight inwards and other expenditure directly attributable to acquisition. Finished goods include appropriate proportion of overheads and, where applicable, excise duty.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

v. **Provisions, contingent liabilities and contingent assets**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of

economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liabilities and contingent assets are not recognized in the financial statements. Contingent liabilities are disclosed in the financial statements unless the possibility of any outflow in settlement is remote. Contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable.

vi. **Employee benefits**

a. **Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be to be settled wholly within 12 months after the end of the year, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

b. **Post employment benefits**

(a) **Defined contribution plans**

Contributions paid/payable to defined contribution plans comprising of Superannuation (under a scheme of Life Insurance Corporation of India) and Provident Funds for certain employees covered under the respective Schemes are recognised in the Statement of Profit and Loss each year.

The company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

(b) **Defined benefit plans:**

• **Gratuity**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting



the fair value of any plan assets. Obligation under the gratuity scheme is covered under a Scheme of Life Insurance Corporation of India (LIC) and contributions in respect of such scheme are recognized in the profit or loss

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

#### • **Compensated Absences**

Accumulated compensated absences, which are expected to be availed or en-cashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or en-cashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

Leaves under defined benefit plans can be en-cashed only on discontinuation of service by employee..

#### vii. **Leases**

Till 31 March 2020, Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental expense from operating leases is generally recognized on a straight-line basis over the term of the relevant lease. However, where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary costs, such increases are recognized in the year in which such benefits accrue. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

From 1 April 2020, the Company has applied Ind AS 116, "Leases" using the modified retrospective approach, under which 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 Company assesses at contract inception whether a contract is, or contains, a lease i.e., if the contract conveys the right to control the use of an identified asset for a period in exchange of consideration

#### **Company as a Lessee**

The Company applies a single recognition and measurement approach for all leases except for short-term leases. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The nature of expenses related to those leases has changed from lease rent in previous periods to (i) amortization for the right-to-use asset, and (ii) interest accrued on lease liability.

##### a) **Right-of-use assets:**

Right-of-use assets are measured at cost comprising the following: i) the amount of the initial measurement of lease liability ii) any initial direct costs iii) restoration costs. Right-of-use assets are depreciated over the lease term on a straight-line basis.

##### b) **Lease Liabilities:**

Lease liabilities are measured at present value of following components: i) fixed payments less any lease incentives receivable ii) amounts expected to be payable by the Company under residual value guarantee.

Incremental borrowing rate used for discounting has been determined by taking the interest rates obtained from financial institutions for borrowing the similar value of right of use assets for similar tenure. The rates will be reassessed on a yearly basis at the beginning of each accounting period to reflect changes in financial conditions.

c) Short-term leases: The Company applies the short-term lease recognition exemption to its short-term lease contracts (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on a short-term leases are recognised as expense on a straight-line basis over the lease term.

#### viii. **Borrowing cost**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

#### ix. **Foreign currency transactions**

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in the statement of profit and loss.

#### x. **Income Tax**

Income tax comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

**a. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously

**b. Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

**xi. Earnings per share (EPS)**

Basic earnings per share ('EPS') is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the result would be anti-dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date.

**xii. Operating segment**

Operating segments are reported in the manner consistent with the internal reporting to the chief operating decision

maker (CODM). An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's board of directors to make decisions about resources to be allocated to the segments and assess their performance.

**xiii. Recent Pronouncements:**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

**Ind AS 103 – Reference to Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired, and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 16 – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognize such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

**Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Company does not expect the amendment to have any significant impact in its financial statements

**Ind AS 109 – Annual Improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognize a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 116 – Annual Improvements to Ind AS (2021)**

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.



Notes to the Financial statements for the year ended 31 March 2023

## 3. Property, plant and equipment and capital work-in-progress

(Rupees in Lakhs)

Carrying amounts of :	As at 31 March 2023	As at 31 March 2022
Land and Development	21035.00	38.93
Factory and Other Buildings	3125.04	372.80
Roads	111.86	40.78
Plant and Machinery (including Windmill)	5643.16	5203.85
Handling Equipment	12.10	12.60
Electrical Equipments	97.42	96.95
Furniture and Fixtures	10.67	18.26
Vehicles	1.13	1.33
<b>Total Property, Plant and Equipment</b>	<b>30036.38</b>	<b>5785.50</b>

Particulars	Land and Development	Factory and Other Buildings	Roads	Plant and Machinery (including Windmill)	Handling Equipment	Electrical Equipments	Furniture and Fixtures	Vehicles	Total
<b>Cost or Deemed Cost</b>									
<b>Balance at 01 April 2021</b>	38.93	797.18	36.40	5910.05	15.91	99.75	34.51	9.76	6942.49
Additions	-	59.61	30.15	532.54	-	16.52			638.82
Disposals (including investment property)	-	213.61	-	-	-				213.61
<b>Balance at 31 March 2022</b>	38.93	643.18	66.55	6442.59	15.91	116.25	34.51	9.76	7367.67
Additions		2.77	76.09	669.21		6.26			754.33
Disposals		4.56							4.56
Revaluation	20996.07	2862.85							23858.92
<b>Balance at 31 March 2023</b>	<b>21035.00</b>	<b>3504.24</b>	<b>142.64</b>	<b>7111.80</b>	<b>15.91</b>	<b>122.51</b>	<b>34.51</b>	<b>9.76</b>	<b>31976.36</b>

Particulars	Land and Development	Factory and Other Buildings	Roads	Plant and Machinery (including Windmill)	Handling Equipment	Electrical Equipments	Furniture and Fixtures	Vehicles	Total
<b>Accumulated depreciation and impairment</b>									
<b>Balance at 01 April 2021</b>	-	248.58	23.55	996.24	2.80	16.11	15.09	8.39	1310.76
Depreciation	-	48.71	2.22	242.50	0.51	3.19	1.16	0.05	298.33
Disposals	-	26.91	-	-	-	-	-	-	26.91
<b>Balance at 31 March 2022</b>		<b>270.38</b>	<b>25.77</b>	<b>1238.74</b>	<b>3.31</b>	<b>19.30</b>	<b>16.25</b>	<b>8.44</b>	<b>1582.18</b>
Depreciation	-	113.17	5.01	229.90	0.50	5.79	7.59	0.20	362.17
Disposals	-	4.36	-	-	-	-	-	-	4.36
<b>Balance at 31 March 2023</b>	-	<b>379.19</b>	<b>30.78</b>	<b>1468.64</b>	<b>3.81</b>	<b>25.09</b>	<b>23.84</b>	<b>8.63</b>	<b>1939.99</b>

Carrying amount

Rupees in Lakhs

As at 31 March 2022	38.93	372.80	40.78	5203.85	12.60	96.95	18.26	1.33	5785.50
As at 31 March 2023	21035.00	3125.04	111.86	5643.16	12.10	97.42	10.67	1.13	30036.38

**Revaluation of land and buildings**

During the year ended 31st March 2023, Company has changed its accounting policy with respect to subsequent measurement of class of assets of property, plant and equipment consisting of freehold land and building from cost model to revaluation model in accordance with INDAS 16 to reflect the fair value of land and building to provide reliable and more relevant information about the entity's financial position. Accordingly, the Company had appointed a registered independent valuer having relevant valuation experience for valuation of land and buildings in India for more than 10 years and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, to recognise the land and building of the Company at fair value. Based on the valuation report, the Company has recognised increase in the gross block of freehold land of Rs. 20,996.07 Lakhs and buildings of Rs. 2,862.85 Lakhs resulting an increase in revaluation reserve under the statement of other comprehensive income. The fair value of land is determined using market approach and building, using Depreciated Replacement Cost (DRC). The DRC is derived from the Gross Current Reproduction / Replacement Cost (GCRC) which is reduced by considering depreciation. The fair value measurement will be classified under level 3 of the fair value hierarchy, resulting in fair value gain of Rs 19,889.11 lakhs (net of deferred tax of Rs 3,969.81 Lakhs) being recorded in other comprehensive income.

**Significant unobservable valuation input:**

• Freehold land/ Leasehold land was valued using Market approach. The value of land was determined based on condition, location, demand and supply in and around and other infrastructure facilities available at and around the said plot of land. Land which was based on government promoted industrial estates, was appraised on the present fair market value depending on the condition of the said estates, its location and availability of such plots in the said industrial estate.

• Buildings were valued based on Depreciated Replacement Cost Capitalisation Method. Buildings were measured considering the DRC cost method for the constructed area depending on utility including alternate use and design of building structures condition, actual physical condition and state of repairs and maintenance, type of general and special specifications of construction, remaining useful economic life of the structures, demand for the structures, cost of building materials and related construction supplies in the surrounding area, latest trends in the building construction technology, present day replacement cost of comparable building structures, depreciation for physical wears and tear. In assessing the fair value of factory buildings, Company has estimated additional useful life from accounting policy considering physical and structural condition of these building and operational capacity of plant.

**"Title deeds of Immovable Properties not held in name of the Company****As on 31 March 2023**

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (Rupees in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant and Equipment	Land and Development	1.07	Southern Petrochemicals Industries Corporation Limited	Promoter	1994-95	Administrative reasons

**As on 31 March 2022**

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (Rupees in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant and Equipment	Land and Development	1.07	Southern Petrochemicals Industries Corporation Limited	Promoter	1994-95	Administrative reasons

**3 (ii) Capital work-in-progress**

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Capital work in progress	465.95	393.38
Total Capital Work in Progress	465.95	393.38



**Capital Work-in-progress ageing**

As on 31 March 2023

(Rupees in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 to 2 years	2-3 years	More than 3 years	
Project in Progress	442.61	23.34	-	-	465.95
Project temporarily suspended	-	-	-	-	-
<b>Total CWIP</b>	<b>442.61</b>	<b>23.34</b>	<b>-</b>	<b>-</b>	<b>465.95</b>

As on 31 March 2022

(Rupees in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 to 2 years	2-3 years	More than 3 years	
Project in Progress	279.31	113.10	0.97	-	393.38
Project temporarily suspended	-	-	-	-	-
<b>Total CWIP</b>	<b>279.31</b>	<b>113.10</b>	<b>0.97</b>	<b>-</b>	<b>393.38</b>

**4. Investment Property**

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Cost or Deemed Cost</b>		
Balance at the beginning of the year	186.70	-
Additions- Transfer from PPE	-	186.70
Disposals	-	-
Balance at the end of the year	186.70	186.70
<b>Accumulated Depreciation or Impairment</b>		
Balance at the beginning of the year	5.38	-
Depreciation expense	5.38	5.38
<b>Balance at the end of the year</b>	<b>10.76</b>	<b>5.38</b>
<b>Net Balance at the end of the year</b>	<b>175.94</b>	<b>181.32</b>

(i) Estimation of fair value

The fair value of the property is Rs. 583 lakhs, as per valuation performed by M/s. Value Assessors and Surveyors Private Limited, an accredited independent valuer. M/s. Value Assessors and Surveyors Private Limited is a specialist in valuing these types of investment properties.

Fair value was derived using composite rate method as applicable for commercial premises in metro cities. In estimating the fair value of the property, the current use is considered as the highest and best use.

(ii) Information regarding income and expenditure of Investment property

(Rupees in Lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Rental income derived from investment properties</b>	<b>23.96</b>	<b>14.84</b>
Direct operating expenses (including repairs and maintenance)	-	-
- Generating rental income	-	-
- Not generating rental income	-	-
	<b>23.96</b>	<b>14.84</b>
Less: Depreciation	10.76	5.38
<b>Profit from investment properties</b>	<b>13.20</b>	<b>9.46</b>

The Company's investment property consist of commercial property in Chennai given on a lease for a period of 11 months.



## 5. Other financial assets- Non Current

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Measured at Amortized cost</b>		
<b>Unsecured, considered good</b>		
Other loans and receivables	17.54	17.54
<b>Total Other financial assets</b>	<b>17.54</b>	<b>17.54</b>

## 6. Other Non Current Assets

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Unsecured - Considered Good</b>		
a) Deposits	1,006.57	779.90
b) Balances with statutory authorities	65.64	65.64
c) Other advances		
- Considered good	-	-
- Considered doubtful	21.41	21.41
Allowance for doubtful advances	(21.41)	(21.41)
<b>Total Other Non-Current Assets</b>	<b>1,072.21</b>	<b>845.54</b>

## 7 Deferred tax Asset (Net):

Significant components of deferred tax assets/liabilities recognized in the balance sheet are as follows:

Rupees in Lakhs

2022-23	Opening Balance	Recognized in Profit and Loss	Recognized in OCI	Closing Balance
<b>Deferred tax asset /( liabilities)</b>				
Property, Plant and equipments measured at cost	(823.96)	(827.91)		(1,651.87)
Property, Plant & Equipment measured at revaluation model	-		(3,969.81)	(3,969.81)
Unabsorbed losses (Refer note below)	681.85	1,160.58		1,842.43
Provision for Inventories	-	-		-
Provision for Doubtfull Debts	18.66	(54.92)		(36.26)
Provision for Employee benefits	123.45	(277.75)		(154.30)
Unabsorbed depreciation (Refer note below)	-	2,241.79		2,241.79
<b>Net Deferred tax Assets / (Liabilities)</b>	<b>-</b>	<b>2,241.79</b>	<b>(3,969.81)</b>	<b>(1,728.02)</b>

Note:

- The Company has recognised deferred tax asset during the year on unabsorbed depreciation amounting to Rs. 2,241.79 lakhs considering that Company has reported profit in the current year, and expects to increase the production and profit in upcoming years.
- Tax losses of Rs 23,393.83 lakhs (31 March 2022: 31,540 lakhs) are available for offsetting for a maximum period of eight years against future taxable profits of the Company. The Company has recognised deferred tax assets only to the extent of unabsorbed depreciation that are available for offsetting without any timelimit against future profit of the company

The deferred tax on unabsorbed business losses has been restricted to deferred tax liability on prudence basis considering time limit available for utilisation as per Income Tax Act,1961.



Rupees in Lakhs

2021-22	Opening Balance	Recognized in Profit and Loss	Recognized in OCI	Closing Balance
<b>Deferred tax liabilities</b>				
Property, Plant and equipments	795.42	28.54		823.96
<b>Deferred tax assets:</b>				
Unabsorbed Depreciation / Business Loss	643.44	38.41		681.85
Provision for Inventories	9.32	(9.32)		-
Provision for Doubtfull Debts	-	18.66		18.66
Provision for Employee benefits	142.66	(19.21)		123.45
<b>Net Deferred tax Assets / (Liabilities)</b>	-	-		-

**8. Income Tax Asset**

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Advance Income-Tax	12.61	12.61
Tax Deducted at Source	61.79	55.31
<b>Total Income Tax Asset</b>	<b>74.40</b>	<b>67.92</b>

**9. Inventories**

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Inventories (lower of cost and net realisable value)		
- Raw materials	1,111.18	1,402.23
-Goods-in-transit	1,296.51	-
-Work-in-progress	669.11	489.50
-Finished goods	293.62	2,179.11
-Stores and spares	655.14	1,080.81
<b>Total Inventories</b>	<b>4,025.56</b>	<b>5,151.65</b>

**10. Other Investments**

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Investment in Government or Trust Securities		
National Savings Certificate		
- Non-traded Unquoted Investment (lodged with Government Department as Security Deposit)	0.05	0.05
<b>Total Other Investments</b>	<b>0.05</b>	<b>0.05</b>

**11 . Trade Receivables**

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured) - at amortised cost		
Considered good	17,404.50	908.47
Considered significant increase in credit risk	50.37	50.37
	17,454.87	958.84
Allowance for Expected Credit Loss	(50.37)	(50.37)
<b>Total Trade receivables</b>	<b>17,404.50</b>	<b>908.47</b>



No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. There are no trade or other receivables which are due from firms or private companies respectively in which any director is a partner, a director or a member. Certain trade receivables are interest bearing. Trade receivables are generally on terms of 10 to 120 days. For explanations on Company's Credit risk management process, Refer Note 32.3.

### Trade Receivables- Ageing

As on 31 March 2023

Rupees in Lakhs

Particulars	Not due	Outstanding for following periods from due date of Receipts					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,330.11	16,058.72	9.24	1.76	-	4.67	17,404.50
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	50.37	50.37
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>1,330.11</b>	<b>16,058.72</b>	<b>9.24</b>	<b>1.76</b>	<b>-</b>	<b>55.04</b>	<b>17,454.87</b>
Allowance for Expected Credit Loss	-	-	-	-	-	(50.37)	(50.37)
<b>Total</b>	<b>1,330.11</b>	<b>16,058.72</b>	<b>9.24</b>	<b>1.76</b>	<b>-</b>	<b>4.67</b>	<b>17,404.50</b>

As on 31 March 2022

Rupees in Lakhs

Particulars	Not due	Outstanding for following periods from due date of Receipts					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	751.40	152.53	0.04	-	3.75	0.75	908.47
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	50.37	50.37
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>751.40</b>	<b>152.53</b>	<b>0.04</b>	<b>-</b>	<b>3.75</b>	<b>51.12</b>	<b>958.84</b>
Allowance for Expected Credit Loss	-	-	-	-	-	(50.37)	(50.37)
<b>Total</b>	<b>751.40</b>	<b>152.53</b>	<b>0.04</b>	<b>-</b>	<b>3.75</b>	<b>0.75</b>	<b>908.47</b>

### 12 A Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and in banks, cheques and drafts on hand. Cash and cash equivalents at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the balance sheet as follows:

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Cash on hand	0.77	0.41
Balances with banks in current accounts	1.53	86.74
<b>Total Cash and Cash Equivalents</b>	<b>2.30</b>	<b>87.15</b>



## 12 B Bank balances other than above

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Margin money deposits	1.20	1.20
<b>Total Bank balances other than above</b>	<b>1.20</b>	<b>1.20</b>

## 13. Other Financial Assets- Non current

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Measured at Amortized cost</b>		
<b>Unsecured, considered good</b>		
Other loans and receivables	18.93	18.11
<b>Total Other Financial Assets</b>	<b>18.93</b>	<b>18.11</b>

## 14. Other Current Assets

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Unsecured, considered good</b>		
Advances given to vendors	413.98	263.91
Advances given to Employees	1.03	0.39
Balances with Government Authorities	5.97	605.91
Prepaid expenses	108.37	87.81
<b>Total Other Current Assets</b>	<b>529.35</b>	<b>958.02</b>

## 15. Equity Share Capital

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Authorised Share capital :</b>		
a) 12,20,00,000 fully paid equity shares of Rs.10 each. (2022: 12,20,00,000)	12,200.00	12,200.00
	12,200.00	12,200.00
<b>Issued share capital</b>		
12,19,30,430 Equity Shares of Rs.10 each (2022: 12,19,30,430)	12,193.04	12,193.40
	12,193.04	12,193.40
<b>Subscribed and fully paid up</b>		
12,18,35,830 Equity Shares of Rs.10 each (2022: 12,18,35,830)	12,183.58	12,183.58
Add : Forfeited Shares	3.18	3.18
	<b>12,186.76</b>	<b>12,186.76</b>

## (i) Reconciliation of the number of shares

Rupees in Lakhs

Equity Shares	As at 31 March 2023		As at 31 March 2022	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	12,18,35,830	12,186.76	12,18,35,830	12,186.76
Add: Equity shares allotted during the year	-	-	-	-
Less Equity shares bought back during the Year	-	-	-	-
Balance as at the end of the year	12,18,35,830	12,186.76	12,18,35,830	12,186.76

## (ii) Rights, Preferences and Restrictions attached to Shares

**Equity Shares:** The Company has one class of equity share having a par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity share holders are eligible to receive the assets of the company will be in proportion to their shareholding. The dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting.



## (iii) Shares held by shareholders holding more than 5% of shares

Name / Institution	As at 31 March 2023		As at 31 March 2022	
	No. of Shares	Percentage	No. of Shares	Percentage
<b>Equity Shares of Rs.10 each</b>				
Southern Petrochemical Industries Corporation Limited	2,85,86,872	23.46%	2,85,86,872	23.46%
AMI Holdings	5,67,90,000	46.61%	5,67,90,000	46.61%

## (iv) Details of Shares held by Promoters at the end of the year

Promoter name	As at 31 March 2023		As at 31 March 2022		Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Southern Petrochemical Industries Corporation Limited	2,85,86,872	23.46%	2,85,86,872	23.46%	-
AMI Holdings	5,67,90,000	46.61%	5,67,90,000	46.61%	-
Greenstar Fertilizers Limited	60,00,000	4.92%	60,00,000	4.92%	-
<b>Total</b>	<b>9,13,76,872</b>	<b>75.00%</b>	<b>9,13,76,872</b>	<b>75.00%</b>	<b>-</b>

(v) No class of shares have been;

(a) issued as bonus shares

(b) issued for consideration other than cash by the Company

(c) have been bought back by the Company

during the period of five years immediately preceding the current year end.

## 16. Other Equity

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
General reserve	289.09	289.09
Securities premium reserve	43.76	43.76
Capital redemption reserve	400.00	400.00
Retained earnings	(31,720.64)	(41,838.52)
Other Comprehensive income- Revaluation Reserve (Net of deferred tax)	19,889.11	-
Other Comprehensive income- Employee Benefit	(121.01)	(58.23)
	<b>(11,219.69)</b>	<b>(41,163.90)</b>

## (i) General Reserve

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at beginning of year	289.09	289.09
Add/(Less); Movements during the year	-	-
<b>Balance at end of year</b>	<b>289.09</b>	<b>289.09</b>

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

## (ii) Securities premium reserve

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at beginning of year	43.76	43.76
Add/(Less); Movements during the year	-	-
<b>Balance at end of year</b>	<b>43.76</b>	<b>43.76</b>



Securities premium reserve represents the amount received in excess of the face value of the equity shares. The utilisation of the securities premium reserve is governed by the Section 52 of The Companies Act, 2013.

## (iii) Retained earnings

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at beginning of year	(41,838.52)	(38,441.14)
Profit/(Loss) for the year	10,117.88	(3,397.39)
<b>Balance at end of year</b>	<b>(31,720.64)</b>	<b>(41,838.52)</b>

Retained earnings represents the Company's undistributed earnings / (losses) after taxes.

## (iv) Capital redemption reserve

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at beginning of year	400.00	400.00
Add/(Less); Movements during the year	-	-
<b>Balance at end of year</b>	<b>400.00</b>	<b>400.00</b>

Capital redemption reserve has been created pursuant to the requirements of the Act under which the Company is required to transfer certain amounts on redemption of the preference shares. The Company has redeemed these preference shares in the earlier years. The capital redemption reserve can be utilised for issue of bonus shares.

## (v) Other Comprehensive income- Revaluation reserve

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at beginning of year	-	-
Add/(Less); Movements during the year	19,889.11	-
<b>Balance at end of year</b>	<b>19,889.11</b>	<b>-</b>

Revaluation reserve is credited when property, plant and equipment are revalued at fair value. The reserve is utilised in accordance with the requirements of Ind AS 16. During the year, the Company recognised revaluation reserve to tune of Rs 19,889.11 lakhs (net of deferred tax of Rs 3,969.81 lakhs) on account of change in accounting policy adopted by the Company with respect to subsequent measurement of freehold land and building except investment property to provide reliable and more relevant information about the Company's financial position.

## (vi) Other Comprehensive income- Employee benefit

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at beginning of year	(58.22)	(67.82)
Add/(Less); Movements during the year	(62.79)	9.60
<b>Balance at end of year</b>	<b>(121.01)</b>	<b>(58.22)</b>

Other Comprehensive income comprises of cumulative actuarial gain/loss on account of remeasurement of net defined benefit plans.

## 17. Trade Payables

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Trade Payables</b>		
(i) dues to micro and small enterprises	-	-
(ii) dues to other than micro and small enterprises:	26,312.11	17,839.47
<b>Total</b>	<b>26,312.11</b>	<b>17,839.47</b>

Terms and conditions of the above financial liabilities:

Trade payables are normally non-interest bearing. For maturity profile of trade payables and other financial liabilities refer Note 29.3.

For explanations on the Group's credit risk management processes, refer to Note 29.3.



## Trade Payables - Ageing

As on 31 March 2023

Rupees in Lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME - Undisputed	-	-	-	-	-
(ii) Others - Undisputed	11,752.45	6,455.95	446.91	7,656.81	26,312.11
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others - Disputed	-	-	-	-	-
<b>Total</b>	<b>11,752.45</b>	<b>6,455.95</b>	<b>446.91</b>	<b>7,656.81</b>	<b>26,312.11</b>

As on 31 March 2022

Rupees in Lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME - Undisputed	-	-	-	-	-
(ii) Others - Undisputed	-	-	17,839.47	-	17,839.47
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others - Disputed	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>17,839.47</b>	<b>-</b>	<b>17,839.47</b>

## 18. Current borrowings

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>At amortised cost</b>		
Secured Loans		
Loan repayable on demand from Banks	383.09	629.54
<b>Total Current Borrowings</b>	<b>383.09</b>	<b>629.54</b>

(i) Cash credit from various Banks at an average interest rate of 14.3% and sanction limit of Rs 830 lakhs are secured by hypothecation of raw materials, finished goods, work-in-process, stores and book debts and charge on the fixed assets of the company.

## Reconciliation of quarterly returns or statements of current assets filed with banks or financial institutions

As on 31 March 2023

Rupees in Lakhs

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
State Bank of India	Jun-22	Hypothecation of Stock and Receivables	15,318.60	11,802.93	3,515.67	Refer Note 1 below
State Bank of India	Sep-22		19,082.31	17,485.75	1,596.56	
State Bank of India	Dec-22		21,055.42	16,164.68	4,890.74	
State Bank of India	Mar-23		20,486.42	13,246.78	7,239.64	

As on 31 March 2022

Rupees in Lakhs

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
State Bank of India	Jun-21	Hypothecation of Stock and Receivables	2,693.85	2,715.07	(21.22)	Refer Note 1 below
State Bank of India	Sep-21		5,280.03	5,785.69	(505.66)	
State Bank of India	Dec-21		3,700.86	3,630.25	70.61	
State Bank of India	Mar-22		6,110.49	6,304.23	(193.74)	





Note 1: Material differences is on account of following:

- >> Inventories as per books are valued at Lower of Cost or Net Realisable Value. However, Realisable value of Inventories are considered in statement submitted to bank.
- >> Return filed to bank contains raw material cost inclusive of GST whereas raw material accounted in books is net off GST.
- >> Return submitted to banks contains only few trade receivables which are material whereas books contains all party balance.

- (i) The company is not declared as a willful defaulter by Reserve Bank of India, Banks, Financial Institutions or any other Lender
- (ii) The company has utilised the loans borrowed during the year for the purpose for which it is obtained as mentioned in the borrowing agreements

### 19. Trade payables

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Trade Payables</b>		
(i) dues to micro and small enterprises - Refer Note 16.2	718.95	340.69
(ii) dues to other than micro and small enterprises:		
(a) Amount due on account of goods supplied	10,330.89	12,539.49
(b) Amount due on account of goods traded	-	-
(c) Amount due on account of services received	1,230.88	1,305.58
(d) Amount due to employees	85.60	118.46
(e) Amount due to Others	3,824.56	2,454.03
<b>Total Trade Payables</b>	<b>16,190.88</b>	<b>16,758.25</b>

Terms and conditions of the above financial liabilities:

Trade payables are normally non-interest bearing. For maturity profile of trade payables and other financial liabilities Refer Note 32.3. For explanations on the Group's credit risk management processes, Refer Note 32.3.

### 19.1 Trade Payables Ageing

As on 31 March 2023

Rupees in Lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME - Undisputed	692.71	15.57	10.13	0.54	718.95
(ii) Others - Undisputed	13,854.17	259.44	981.99	376.32	15,471.92
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others - Disputed	-	-	-	-	-
<b>Total</b>	<b>14,546.88</b>	<b>275.01</b>	<b>992.12</b>	<b>376.86</b>	<b>16,190.87</b>

As on 31 March 2022

Rupees in Lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME - Undisputed	317.33	4.70	7.90	10.76	340.69
(ii) Others - Undisputed	464.70	2,634.99	1,603.33	11,714.54	16,417.56
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others - Disputed	-	-	-	-	-
<b>Total</b>	<b>782.03</b>	<b>2,639.69</b>	<b>1,611.23</b>	<b>11,725.30</b>	<b>16,758.25</b>



## 19.2 Disclosure relating to suppliers registered under MSME Act based on the information available with the Company:

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Trade Payables</b>		
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year		
(a) Principal amount due to micro and small enterprise	718.95	340.69
(b) Interest due on above		
(ii) Interest paid by the Company in terms of Section 16 of the 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	-	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) 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 enterprises	-	-

Note:

1. Identification of MSME is based on the intimation received from vendors as at March 31, 2023 and March 31, 2022, and the same has been relied upon by the auditors
2. Management is of view that interest for MSME need not be provided considering the negotiations made with the respective members.

## 20. Other financial liabilities

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>At Amortised cost</b>		
<b>Current</b>		
a) Amount due to VOC Port Trust	2,740.35	2,278.31
b) Deferred Sales Tax	243.72	243.72
c) Other payables	70.42	74.68
d) Interest payable on preference shares	2,287.81	2,287.81
<b>Total Other Financial Liabilities</b>	<b>5,342.30</b>	<b>4,884.52</b>

## 21. Other Current liabilities

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
a) Security deposit	60.04	236.04
b) Statutory dues payable	58.80	72.27
c) Gratuity payable	244.74	222.00
d) Advances received from customers	2,470.50	2,698.08
<b>Total Other Current Liabilities</b>	<b>2,834.08</b>	<b>3,228.39</b>

Note

- (i) Advance from customers include amount received from an overseas customer against supply of Ammonium Chloride amounting to Rs.1847.60 Lakhs as at March 31, 2023. Due to restriction on export imposed by Government of India, Company has filed with Reserve Bank of India seeking approval for repayment of advance.



## 22. Provisions

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Employee benefits		
Provision for Compensated Absences	66.77	52.82
<b>Total Provisions</b>	<b>66.77</b>	<b>52.82</b>

## 23. Revenue from operation

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
a) Sale of Products		
Light Soda Ash	23,286.41	11,341.74
Ammonium Chloride	23,333.13	5,915.15
Ammonia	4,308.81	-
Other products	262.75	98.65
b) Other Operating Revenues		
Sale of scrap	102.60	96.44
<b>Total</b>	<b>51,293.70</b>	<b>17,451.98</b>

## 24. Other income

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Rental Income	34.26	31.89
Liabilities no longer Payable	97.00	408.82
Profit on Sale of Fixed Assets	4.76	-
Miscellaneous income	79.20	163.85
<b>Total</b>	<b>215.22</b>	<b>604.56</b>

## 25 A. Cost of materials consumed

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
<b>Raw Material Cost</b>		
Salt	3,234.82	2,084.20
Ammonia	17,546.56	9,491.29
Lime	234.38	263.44
Aminoethylpiperazin	167.08	-
Process Chemicals	53.14	36.49
Lab chemicals	5.50	11.83
<b>Total</b>	<b>21,241.48</b>	<b>11,887.25</b>

## 25 AA. Purchase of Traded Goods

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Ammonia	4,222.99	-
<b>Total</b>	<b>4,222.99</b>	<b>-</b>



## 25 B. Changes in Inventories of Finished Goods and Work-in-process

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
<b>Opening Stock</b>		
Finished Goods	2,179.11	119.98
Work-in-Process	489.50	236.68
	<b>2,668.61</b>	<b>356.66</b>
<b>Closing Stock</b>		
Finished Goods	293.61	2179.11
Work-in-Process	669.11	489.50
	<b>962.72</b>	<b>2,668.61</b>
<b>Increase/(Decrease) in stock</b>	<b>1,705.89</b>	<b>(2,311.95)</b>

## 26. Employee benefit expense

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Salaries and Wages	1,384.84	985.04
Contribution to provident and other funds	93.32	72.26
Gratuity expense {refer Note 30(b)}	28.20	33.16
Staff welfare expenses	281.22	223.58
<b>Total Employee benefit expense</b>	<b>1,787.58</b>	<b>1,314.04</b>

## 27. Finance costs

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Interest costs :		
Interest on dues to Port trust	107.13	89.66
Interest on bank borrowings	96.16	118.34
Other interest expense	117.97	22.18
<b>Total Finance Costs</b>	<b>321.26</b>	<b>230.18</b>

## 28. Other Expenses

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Power and Fuel	8,652.17	6,283.11
Water charges	352.91	575.29
Rent	364.91	352.45
Rates and taxes	41.07	75.64
Insurance	60.58	47.10
Repairs and Maintenance		
-- Building	355.88	249.43
-- Plant and machinery	1,490.89	1,427.43
-- Others	178.77	126.20
Packing, transportation and handling	558.40	423.85
Commission on sales	198.40	186.19
Travel, Telephone, Printing & Stationery	52.70	50.38
Directors Sitting Fees	6.25	7.19
Professional Charges	63.01	39.88
Auditors' remuneration (Refer Note 28 (i) below)	8.20	6.50
Foreign exchange loss (net)	1,394.91	75.14
Miscellaneous Expenses	207.03	104.92
<b>Total Other Expenses</b>	<b>13,986.08</b>	<b>10,030.70</b>



## (i). Auditors' remuneration

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
For audit	7.50	6.00
For other services	0.70	0.50
<b>Total Auditor's Remuneration</b>	<b>8.20</b>	<b>6.50</b>

## 29. Earnings per share

Rupees in Lakhs

Particulars	Year ended 31 March, 2023	Year ended 31 March, 2022
Basic Earnings/(Loss) per share (in Rs.)	8.30	(2.79)
Diluted Earnings/(Loss) per share (in Rs.)	8.30	(2.79)
The calculation of the Basic and Diluted Earnings per share is based on the following data:		
<b>Profit/(Loss) for the year after tax (Rs. in lakhs)</b>	<b>10,117.88</b>	<b>(3,397.39)</b>
Weighted average number of shares outstanding during the year		
Basic	12,18,35,830	12,18,35,830
Diluted	12,18,35,830	12,18,35,830

## 30. Employee benefit plans

## a) Defined contribution plans

The Company has recognised Rs. 93.32 lakhs (March 31, 2022: Rs. 72.26 lakhs) as expense in Statement of Profit or Loss towards defined contribution plans. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Based on the Supreme Court Judgement dated March 2, 2019, the Company has reassessed the components to be included in the basic salary for the purposes of deduction of PF. Accordingly, there was no impact and hence the company has not provided for any additional liability as on March 31, 2023 in the books of accounts.

## b) Defined benefit plans

In respect of Gratuity plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as March 31, 2023. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit cost method. The following table sets forth the status of the Gratuity Plan of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss. The Company provides the gratuity benefit through annual contributions to insurer managed funds.

The Company is exposed to various risks in providing the above gratuity benefit which are as follows:

**Investment risk:** The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

**Interest risk:** The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

**Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Demographic Risk:** The Company has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.



The details of actuarial valuation in respect of Gratuity and Long Term Compensated Absences liability are given below:

Rupees in Lakhs

Particulars	Gratuity		Long Term Compensated Absences	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
<b>Present value of benefit obligation as at beginning of the year</b>	<b>228.06</b>	292.77	<b>52.82</b>	67.18
Service cost	13.96	17.18	-	-
Interest cost	13.83	16.34	3.41	3.73
<b>Remeasurement(gain)/loss</b>				
- Actuarial (gain)/loss arising from change in Financial Assumption	(1.06)	(6.96)	(0.08)	(1.34)
- Actuarial (gain)/loss arising from experience adjustments	61.59	(2.49)	21.11	7.05
Benefits paid	(64.99)	(88.79)	(10.34)	(23.80)
Projected benefit obligation at the end of the year	<b>251.39</b>	228.06	<b>66.93</b>	52.82
<b>Changes in Fair value of Planned Assets</b>				
Fair value of plan assets as at beginning of the year	6.06	5.55	-	-
Interest Income	0.44	0.36	-	-
Contributions	64.99	88.79	-	-
Benefits paid	(64.99)	(88.79)	-	-
Remeasurement gain/(loss)	-	-	-	-
Actuarial gain/(loss) on plan asset	0.15	0.15	-	-
<b>Fair value of plan asset at the end of the year</b>	<b>6.65</b>	6.06	-	-
<b>Amount recognised in the balance sheet</b>				
Projected benefit obligation at the end of the year	251.39	228.06	66.92	52.82
Fair value of the plan assets at the end of the year	6.65	6.06	-	-
<b>Funded Status of Plans- Liability Recognised in Balance Sheet</b>	<b>244.74</b>	222.00	<b>66.92</b>	52.82
<b>Components of defined benefit cost recognised in Profit and loss</b>				
Current service cost	13.96	17.18	-	-
Net Interest Expense	14.24	15.98	3.41	3.73
<b>Net cost in Profit and Loss</b>	<b>28.20</b>	33.16	<b>3.41</b>	3.73
<b>Components of defined benefit cost recognised in Other Comprehensive Income</b>				
<b>Remeasurement on the net defined benefit liability</b>				
- Actuarial (gain)/loss arising from change in Financial Assumption	(1.06)	(6.96)	(0.08)	(1.34)
- Actuarial (gain)/loss arising from experience adjustments	(61.59)	(2.49)	21.11	7.05
Return on Plan Assets	0.15	0.15		
<b>Net Cost in Other Comprehensive Income</b>	<b>(62.79)</b>	(9.60)	<b>21.03</b>	5.71

#### ASSUMPTIONS

The principal assumptions used for the purposes of the actuarial valuations are given below

Particulars	Gratuity		Long Term Compensated Absences	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Discount rate	7.18%	7.11%	7.18%	7.16%
Expected rate of salary increase	5%	5%	5%	5%
Expected rate of attrition	3%	3%	3%	3%
Mortality rate	100%	100%	100%	100%

The Company has generally invested the plan assets with the insurer managed funds. The insurance company has invested the plan assets in Government Securities, Debt Funds, Equity shares, Mutual Funds, Money Market Instruments and Time Deposits. The expected rate of return on plan asset is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash



accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset)

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and attrition rate. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	Gratuity		Long Term Compensated Absences	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
<b>Discount rate</b>				
- Increase 0.5%	244.21	221.83	64.98	51.32
- Decrease 0.5%	259.27	234.53	69.00	54.41
<b>Salary Escalation</b>				
- Increase 0.5%	259.40	234.64	69.04	54.43
- Decrease 0.5%	244.03	221.68	64.93	51.28
<b>Mortality</b>				
- Increase 0.5%	251.53	228.01	66.93	52.82
- Decrease 0.5%	251.45	227.95	66.91	52.80
<b>Attrition Rate</b>				
- Increase of 5%	251.85	228.25	67.01	52.88
- Decrease of 5%	251.13	227.70	66.83	52.74

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods of assumptions used in preparing the sensitivity analysis from prior years.

Expected Cashflows for the Next Ten years	Gratuity As at March 31, 2023	Long Term Compensated Absences As at March 31, 2023
Year 1	10.30	9.04
Year 2	42.33	11.80
Year 3	32.82	8.42
Year 4	91.23	13.52
Year 5	23.67	5.97
Year 6 - 10	57.58	17.38

The Company's best estimate of the contribution expected to be paid to the plan during the next year is Rs. 28.65 Lakhs (2022; Rs. 77.60 Lakhs)

### 31 Capital management

The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves. Net debt includes all long and short-term borrowings, trade and other payables as reduced by cash and cash equivalents.



The following table summarises the capital of the Company

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Equity</b>	12,186.76	12,186.76
Debt	383.09	629.54
Cash and cash equivalents	2.30	87.15
<b>Net debt</b>	380.78	542.40
<b>Total capital (Equity + Net debt)</b>	12,567.54	12,729.16
<b>Net Debt to capital ratio (in times)</b>	3.03	4.26
<b>Interest Coverage ratio (in times)</b>	32.49	(13.76)

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

## 32 Financial Instruments

### 32.1 Categories of Financial instruments

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
<b>A. Financial Assets</b>			
<b>Measured at amortised cost</b>			
(a) Other Non Current Financial assets	5	17.54	17.54
(b) Investments	10	0.05	0.05
(c) Trade Receivables	11	17,404.50	908.47
(d) Cash and Cash Equivalents	12 A	2.30	87.15
(e) Other Bank balances	12 B	1.20	1.20
(f) Other Financial assets	13	18.93	18.11
<b>B. Financial Liabilities</b>			
<b>Measured at amortised cost</b>			
(a) Non Current Trade Payables	17	26,312.11	17,839.47
(b) Short term Borrowings	18	383.09	629.54
(c) Trade payables	19	16,190.88	16,758.25
(d) Other financial liabilities	20	5,342.30	4,884.52

### 32.2 Fair Value Measurements

The following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in fair value hierarchy  
Rupees in Lakhs

As at 31 March 2023	Note No.	Carrying Amount	Fair Value			
			Level 1	Level 2	Level 3	Total
<b>A. Financial Assets</b>						
<b>Measured at amortised cost</b>						
(a) Other Non Current Financial assets	5	17.54	-	17.54	-	17.54
(b) Investments	10	0.05	-	0.05	-	0.05
(c) Trade Receivables	11	17,404.50	-	17,404.50	-	17,404.50
(d) Cash and Cash Equivalents	12 A	2.30	-	2.30	-	2.30
(e) Other Bank balances	12 B	1.20	-	1.20	-	1.20
(f) Other Financial assets	13	18.93	-	18.93	-	18.93
<b>B. Financial Liabilities</b>						
<b>Measured at amortised cost</b>						
(a) Non Current Trade Payables	17	26,312.11	-	26,312.11	-	26,312.11
(b) Short term Borrowings	18	383.09	-	383.09	-	383.09
(c) Trade payables	19	16,190.88	-	16,190.88	-	16,190.88
(d) Other financial liabilities	20	5,342.30	-	5,342.30	-	5,342.30





As at 31 March 2022	Note No.	Carrying Amount	Fair Value			
			Level 1	Level 2	Level 3	Total
<b>A. Financial Assets</b>						
Measured at amortised cost						
(a) Other Non Current Financial assets	5	17.54	-	17.54	-	17.54
(b) Investments	10	0.05	-	0.05	-	0.05
(c) Trade Receivables	11	908.47	-	908.47	-	908.47
(d) Cash and Cash Equivalents	12 A	87.15	-	87.15	-	87.15
(e) Other Bank balances	12 B	1.20	-	1.20	-	1.20
(f) Other Financial assets	13	18.11	-	18.11	-	18.11
<b>B. Financial Liabilities</b>						
Measured at amortised cost						
(a) Non Current Trade Payables	17	17,839.47	-	17,839.47	-	17,839.47
(b) Short term Borrowings	18	629.54	-	629.54	-	629.54
(c) Trade payables	19	16,758.25	-	16,758.25	-	16,758.25
(d) Other financial liabilities	20	4,884.52	-	4,884.52	-	4,884.52

### 32.3 Financial Risk and Management Objectives

The Company's activities expose it to a variety of financial risks, credit risks, liquidity risks and market risks.

The Company's board of directors has overall responsibility for the establishment and oversight of the risk management framework.

The Risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adhere to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and company's activities. The company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

#### 1. Credit Risks

Credit risk is the risk of financial loss to the Company, of a customer or the counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amount of financial assets represents the maximum credit risk exposure. The Company evaluates the concentration with respect to trade receivables considering the sales to top 4 customers which contribute 75% of the revenue.

#### Trade receivables

The company's exposure to credit risks is influenced mainly by individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry. Credit risk has always been managed by the company through its credit approvals, establishing credit limits and continuously monitoring the credit worthiness of its customer based on which the company agrees on the credit terms with the customers in the normal course of business. Credit risks on cash and cash equivalents and other bank balances is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by International and Domestic Credit Rating Agencies. Credit risk from balances with banks, borrowings from financial institutions are managed by the Company's treasury department in accordance with the guidelines framed by the board of directors of the Company. Guidelines broadly covers the selection criterion and over all exposure which the Company can take with a particular financial institution or bank. The Company does not maintain significant amount of cash and deposits other than those required for its day to day operations.

#### 2. Liquidity Risks

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damaging to the company's reputation.



The table below provides the details regarding the contractual maturities of significant financial liabilities as follows;

Rupees in Lakhs

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
<b>31-Mar-23</b>					
Non Current Trade Payables	-	-	446.91	-	26,312.11
Short term borrowings	383.09	-	-	-	383.09
Current Trade payables	14,546.88	275.01	992.13	376.87	16,190.88
Other financial liability	5,342.30	-	-	-	5,342.30
<b>Total</b>	<b>20,272.27</b>	<b>275.01</b>	<b>1,439.03</b>	<b>376.87</b>	<b>48,228.38</b>
<b>31-Mar-22</b>					
Non Current Trade Payables	-	-	17,839.47	-	17,839.47
Short term borrowings	629.54	-	-	-	629.54
Current Trade payables	782.03	2,639.69	1,611.23	11,725.30	16,758.25
Other financial liability	4,884.52	-	-	-	4,884.52
<b>Total</b>	<b>6,296.09</b>	<b>2,639.69</b>	<b>19,450.70</b>	<b>11,725.30</b>	<b>40,111.79</b>

### 3. Market Risks

Market risk is this risk that changes in market prices, such as foreign exchange rates and Interest rates will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the returns.

### 4. Foreign Currency Risks

The company is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the company. The functional currency of the company is Indian Rupees (INR). The currencies in which these transactions are primarily denominated is US Dollars (USD).

a. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities based on gross exposure at the end of the reporting period is as under:

Rupees in Lakhs

Particulars	Liabilities at		Assets at	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
<b>Trade Payables</b>				
a) Amount due on account of goods supplied	460.25	812.39	-	-
b) Amount due on account of advance received	2,319.59			

### b. Foreign currency sensitivity analysis

10% appreciation/depreciation of the respective foreign currency with respect to functional currency of the company would result in increase/decrease in loss before taxes by approximately Rs. 81.24 Lakhs for the year ended March 31, 2022

### 5. Interest Rate Risks

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's outstanding debt in local currency is on fixed rate basis and hence not subject to interest rate risk.

### 33. Contingent liabilities and commitments

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
a) Claims against the company for Purchase Tax, Sales Tax and Penalties not acknowledged as debt and not provided for	415.90	415.90
b) Disputed claims for rent and Interest on Dues of VOC port trust, Tuticorin	3,646.97	3,267.66
c) Excise and Service tax dues on appeal by the department	83.10	192.10
d) Employees provident fund interest and damages for delayed payment	52.93	52.93
<b>Total</b>	<b>4,198.90</b>	<b>3,928.59</b>



In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. The Company is contesting these demands and the Management, including its advisors, believe that its position will likely be upheld in the appellate process.

No expense has been accrued in the stand alone financial statements for the demands raised. The Management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.

#### Commitments

The Company does not have any contracts remaining to be executed.

#### 34. Related Party Disclosure

a. The list of related parties as identified by the management and relied upon by the auditors are as under

##### (i) Entities exercising Significant Influence over the Company

Southern Petrochemicals Industries Corporation Limited

AMI Holdings Private Limited

##### (ii) Key managerial personnel

G.Ramachandran, Managing Director

#### b. Related Party transactions

##### (i) Transactions during the year

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Southern Petrochemical Industries Corporation Limited</b>		
Purchase of goods	262.13	-
Sale of goods	125.95	13.12
Receiving of services	3.27	53.38
Advance received	-	-

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Key Management Personnel Compensation</b>		
Salaries, Wages and Bonus	78.14	62.00
Value of perquisites	3.12	2.43
<b>Total Compensation</b>	<b>81.26</b>	<b>64.43</b>

##### (ii) Balance at the end of the year

Rupees in Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Southern Petrochemical Industries Corporation Limited</b>		
Receivables at the end of the year	-	7.03
Payables at the end of the year	211.54	81.57
Preference dividend payable at the end of the year	1,681.10	1,681.10
Advances received at the end of the year	-	-



## 35. Financial Ratios

Ratio	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	% Variance	Reason (If variation is more than 25%)
Current Ratio (in times)	Current Assets	Current Liabilities	0.89	0.28	218%	Increase in Current Liabilities on account of increase in trade payables and Increase in Inventories on account of increased operation during the year resulted in increase in current ratio.
Debt - Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.40	(0.02)	(1923%)	Due to turnaround in shareholders equity on account of profit during year and revaluation reserve in OCI.
Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	33.64	(12.44)	(370%)	Profit during the year has led to positive debt-service coverage ratio.
Return on Equity Ratio (in %)	Net Profits after taxes – Preference Dividend (if any)	Shareholder's Equity	(1046.24%)	(11.72%)	8824%	Profit and Revaluation reserve created in current year as a result of Higher production/sales resulting in favourable change in ROE
Inventory Turnover ratio (in times)	Cost of goods sold	Average Inventory	5.00	2.75	82%	Increase in cost of goods sold is because of increase in sales during the year and also inventory has decreased slightly in comparison to previous year.
Trade receivables turnover ratio (in times)	Net Sales	Avg. Accounts Receivable	5.60	15.69	(64%)	Management efforts resulted in significant increase in sales during the year however as a result there was increase in trade receivables during the year in comparison to previous year this resulted in decrease in Trade receivables turn over ratio
Trade Payables turnover ratio (in times)	Net Purchases	Average Trade Payables	0.57	0.44	29%	Higher Purchase during the year due to increase in production and deferment of dues payable to suppliers resulting in increase in Trade Payables Turnover ratio
Net Capital turnover ratio (in times)	Net Sales	Working Capital	(18.09)	(0.95)	1810%	Increase in sales during the current year as compared to previous year and decrease in Net Current Liabilities due to decrease in trade payables on account of deferment of dues to suppliers and increase in inventory
Net Profit ratio (in %)	Net Profit	Net Sales	19.73%	(19.47%)	(201%)	Higher sales and reduction in loss during the year resulting in reduction in Net loss ratio
Return on Capital employed (in %)	Earning before interest and taxes	Capital Employed	0.28	( 0.28)	199%	Variance is on account of Reduction in loss and Reduction in net current liabilities during the year

## 36 Segment Reporting

The company is engaged in the manufacture of Soda Ash and Ammonium Chloride (Dual Products) which is the only business segment determined in accordance with the IndAS 108, "Operating segment". Hence there are no reportable business segments to be disclosed as required by the said standard.

**37 Registration of charges or satisfaction with Registrar of Companies**

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**38 Disclosure of transaction with Struck off Companies**

Based on management analysis, Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

**39 Details of Benami Property held**

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property

**40 Utilisation of borrowed funds and securities premium**

- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
  - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

**41 Undisclosed income**

The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**42 Corporate Social Responsibility**

In view of absence of Profit as per the computation of Section 198 of the Companies Act 2013, Company is not required to spend towards CSR Activity as per Section 135 of Companies Act, 2013.

**43 Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**44 Note on Social Security Code 2020**

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

**45 Going Concern**

The Company made a net profit of Rs 7,876.09 lakhs for financial year ended March 31, 2023 (PY Loss of Rs 3,397.39 lakhs) with significant improvement in operation. Considering the profit earned during the year and the fair value gain on revaluation of assets as mentioned above, the Company's net worth has turned positive as at the end of the year amounting to Rs 967.07 lakhs (PY Negative net worth of Rs 28,977.14 lakh). The Management of the Company is continuing to improve the production capacity by incurring additional capital expenditure for refurbishing/replacing old identified machineries. The cash flow forecasts for a period of 12 months from the date of approval of these financial results indicate that, the Company will have sufficient funds, through its operations and funding from its promoters and group companies to meet its liabilities as and when they fall due for that period. Based on this continuing support and improvement in the operations of the Company, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.



- 46 **The figures for the previous year have been regrouped wherever necessary to confirm to current year's classification.**
- 47 The Board of Directors has reviewed the realizable value of all current assets of the Company and has confirmed that all the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the financial statements. Further, the board, duly taking into account all relevant disclosures made, has approved these financial statement for the year ended 31 March 2023 in its meeting held on 24 May 2023.

**For and on behalf of the Board****G. Ramachandran**

Managing Director

DIN: 00051999

**K.R Anandan**

Director

DIN: 00314502

Place: Chennai

Date : 24 May 2023

**S. Nandakumar**

Chief Financial Officer

**C S Vijayalakshmi**

Company Secretary