



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

August 19, 2021

BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

In pursuance of the Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following documents:

1. Notice of the Thirty-sixth Annual General Meeting of the Company scheduled to be held at 10.30 A.M. Indian Standard Time on Thursday, September 16, 2021.
2. Annual Report of the Company for the Financial Year 2020-21.

You are requested to take the same on records.

Thanking You,

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh
Vice President - Legal & Secretary

Encl.: a/a



Chambal Fertilisers and Chemicals Limited

(CIN: L24124RJ1985PLC003293)

Registered Office: Gadepan, District Kota, Rajasthan, PIN – 325 208, India

Telephone No. +91-744-2782915; Fax No. +91-7455-274130

Corporate Office: “Corporate One”, First Floor, 5, Commercial Centre, Jasola, New Delhi – 110025, India

Telephone Nos. +91-11-46581300, 41697900; Fax No. +91-11-40638679

Email: isc@chambal.in; Website: www.chambalfertilisers.com

NOTICE

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 10.30 A.M. Indian Standard Time (“IST”) on Thursday, September 16, 2021, through video conferencing (“VC”) / other audio visual means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and report of the Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2021.
3. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and, being eligible, offers himself for re-appointment and who had attained the age of seventy five (75) years, as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of

the cost records of the Company, as applicable, for the Financial Year ending March 31, 2022, amounting to Rs. 1,10,000 (Rupees One Lakh Ten Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Gaurav Mathur (DIN: 07610237) as Managing Director of the Company, for the period from April 16, 2021 to January 05, 2025, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the notice of this Annual General Meeting with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and/or remuneration, as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, from time to time, such increments and performance bonus payable to Mr. Gaurav Mathur, Managing Director as it may deem fit and proper and to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for the

continuation of Ms. Radha Singh (DIN: 02227854) as an Independent Director of the Company, after she attains the age of seventy five (75) years, upto the completion of her tenure on September 14, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps as may be necessary, expedient or incidental to give effect to this resolution."

By order of the Board of Directors



Rajveer Singh

New Delhi
August 06, 2021 Vice President - Legal & Secretary

NOTES:

1. Explanatory Statement

The statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), relating to the item no. 3 to 6 is given below and forms part hereof.

2. Conducting Annual General Meeting through video conferencing or other audio visual means and dispatch of documents

2.1 In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India vide General Circular no. 20/2020 dated May 05, 2020 read with General Circular no. 14/2020 dated April 08, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as "MCA Circulars") has allowed the companies to conduct annual general meeting to be held during the calendar year 2021 through video conferencing ("VC") or other audio visual means ("OAVM"). In pursuance of the applicable provisions of the Act read with MCA Circulars, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), the thirty-sixth Annual General Meeting of the Company ("AGM") is being convened and conducted through VC / OAVM, which does not require physical presence of members at a common venue. The venue of AGM shall be deemed to be the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208.

2.2 In pursuance of the MCA Circulars and SEBI Circulars, notice of AGM and the Annual Report of the Company for the Financial Year 2020-21 ("Annual Report 2020-21") comprising audited financial statements for the Financial Year

2020-21, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility Report are being sent only through email to those members whose email addresses are registered with the Company or the depositories/depository participants. These documents will also be available on the website of the Company at www.chambalfertilisers.com, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

2.3 As per the provisions of Section 105 of the Act, a member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held through VC / OAVM and physical attendance of members has been dispensed with, the facility for appointment of proxies by the members will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not enclosed hereto.

2.4 The attendance of the members in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2.5 The documents referred in this notice of AGM shall be available for inspection electronically by the members upto the date of AGM. The members seeking to inspect such documents may send an email to the Company at isc@chambal.in.

2.6 The Registers maintained under Sections 170 and 189 of the Act and the certificate from Auditors of the Company, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, regarding implementation of 'CFCL Employees Stock Option Scheme 2010', shall be available for inspection electronically by the members during the AGM. The members seeking to inspect such documents may send an email to the Company at isc@chambal.in.

2.7 The institutional investors who are members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM.

2.8 The special business under Item Nos. 4 to 6 of the notice of AGM, to be transacted at the AGM, has been considered unavoidable by the Board of Directors of the Company.

3. E-voting Facility

3.1 The Company is providing to its members a facility to exercise their right to vote on resolutions proposed to be considered at the AGM through voting by electronic means ("e-Voting") and the

business set out in the notice of AGM may be transacted through e-Voting. The Company has engaged NSDL to provide the facility of remote e-Voting to the members and the facility of e-Voting to the members participating in the AGM through VC/OAVM.

3.2 The remote e-Voting period shall commence at **09.00 A.M. IST on Saturday, September 11, 2021** and ends at **5.00 P.M. IST on Wednesday September 15, 2021**. At the end of the remote e-Voting period, the remote e-Voting facility shall be blocked by NSDL forthwith. The remote e-Voting shall not be allowed after 5.00 P.M. IST on September 15, 2021.

3.3 In pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting and participation and voting in the AGM. Corporate / Institutional members (i.e. other than individuals, HUF, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution, Authority letter, Power of Attorney, etc. to the Scrutiniser by e-mail at scrutinizer@chambal.in, with a copy marked to evoting@nsdl.co.in.

3.4 The members who have cast their vote by remote e-Voting may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

3.5 The facility of e-Voting shall also be made available to the members participating in the AGM through VC/OAVM. Only those members, who are attending the AGM through VC / OAVM facility and have not cast their vote through remote e-Voting, shall be allowed to vote through e-Voting in the AGM.

4. Process of Remote e-Voting, attending AGM through VC/OAVM and e-Voting at AGM

Pursuant to Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting Facility Provided by Listed Entities", individual shareholders holding equity shares of the Company in dematerialised form can cast their vote, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.

The members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-Voting facility.

The process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM is as under:

A) Procedure to login for individual shareholders holding shares of the Company in demat mode

I) Procedure to login through websites of Depositories

a) Individual Shareholders holding shares of the Company in demat mode with NSDL

i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "Login" which is available under "**IDeAS**" section. A new screen will open. 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 options available against Company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS**" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> to register for IDeAS e-Services.

ii) The shareholders may directly access the e-Voting module of NSDL also. For directly accessing the e-Voting module, open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. 8 Character DP ID followed by 8 Digit Client ID of demat account number held with NSDL), Password/OTP (One Time Password) 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 options available against Company name or **e-Voting Service Provider - NSDL** and you will be redirected to e-Voting website of

NSDL for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

b) Individual Shareholders holding shares of the Company in demat mode with Central Depository Services (India) Limited (“CDSL”)

i) Existing users who have opted for Easi / Easiest, can login through their 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

After successful login on Easi/Easiest, the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

If the user is not registered for Easi/ Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

ii) Alternatively, the user can directly access e-Voting page by providing demat account number and Permanent Account Number (“PAN”) from a link on home page of www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the demat account.

After successful authentication, user will be provided links for the concerned Electronic Service Provider i.e. **NSDL**. Click on **NSDL** to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

II) Procedure to login through depository participants

a) Shareholders can also login using the login credentials of their demat account through their depository participant registered with NSDL/CDSL for e-Voting facility.

b) Once login, the shareholder will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site and after successful authentication, you can see e-Voting option.

c) Click on options available against Company name or **e-Voting Service Provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

III) Helpdesk for Individual Shareholders holding shares of the Company in demat mode

Individual Shareholders holding shares of the Company in demat mode who need assistance for any technical issues related to login through depository i.e. NSDL or CDSL may reach out to following helpdesk:

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding shares of the Company in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 1800 1020 990 or 1800 22 44 30 |
| Individual Shareholders holding shares of the Company in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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

B) Procedure to login for shareholders other than Individual shareholders holding shares of the Company in demat mode and shareholders holding shares of the Company in physical mode

i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/ Member” section.

iii) A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on

e-Voting and you can proceed to cast your vote electronically.

iv) The User ID details are given below:

| Manner of holding shares | User ID |
|--|--|
| (i) For members who hold shares of the Company in demat account with NSDL | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| (ii) For members who hold shares of the Company in demat account with CDSL | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| (iii) For members holding shares of the Company in Physical Form | EVEN (E-Voting Event Number) of the Company followed by Folio Number registered with the Company. For example if folio number is E001**** and EVEN is 101456 then user ID is 101456E001**** |

v) Password details are given below:

- a) If you are already registered with NSDL for e-Voting, then you can use your existing password to login and cast vote.
- b) If you are using NSDL e-Voting system for the first time, you need to retrieve the 'initial password' in the following manner:
 - i. The shareholders, whose e-mail addresses are registered with the Company/depository participants, shall receive an e-mail along with a PDF file attached therewith. The shareholder should open the PDF file attached with the e-mail. The said PDF file contains user ID and password of the shareholder for e-Voting. The password to open the PDF file is member's 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account and folio number for shares held in physical form.
 - ii. If email address of a shareholder is not registered with the Company/depository participant, such

shareholder shall follow the steps mentioned in Note no. 5 below for registration of email address and obtaining the password details.

- vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" option (if you are holding shares in your demat account with NSDL or CDSL) and click on "**Physical User Reset Password?**" option (if you are holding shares in physical mode). These options are available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - c) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
- vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii) Now, you will have to click on "Login" button and thereafter Home page of e-Voting will open.

C) Procedure for casting vote through Remote e-Voting

After successful login by following the procedure mentioned above, the below mentioned steps should be followed for casting the vote through remote e-Voting:

- i) Select "EVEN" of Chambal Fertilisers and Chemicals Limited during the remote e-Voting period. Now, you are ready for remote e-Voting as the Voting page opens.
- ii) Cast your vote by selecting appropriate option i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- iii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- iv) You can similarly vote in respect of all the items forming part of the notice of AGM. The members can login any number of times during the remote e-Voting period, till they have voted on all the resolutions.
- v) You can also take print of the votes cast by you by clicking on the print option on the confirmation page.

- vi) Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently or cast the vote again.

D) Procedure for attending the AGM through VC / OAVM and e-Voting at AGM

- i) The members can join the AGM through VC/OAVM by following the procedure for login mentioned above in this Note no. 4. After successful login, a member can see "VC/OAVM" link placed under "Join General Meeting" menu against Company name. For joining the meeting, the member needs to click on "VC/OAVM" link placed under "Join General Meeting" menu. The facility to join the AGM through VC/OAVM shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- ii) The members may use same procedure for e-Voting during AGM as mentioned above for remote e-Voting.
- iii) The facility of participation in the AGM through VC/OAVM will be available for members on a first-come-first-served basis.
- iv) Members are encouraged to join the meeting through laptops for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the AGM.
- v) Members can submit queries / questions in advance with regard to the financial statements or any other matter to be placed at the AGM, through email at isc@chambal.in from their registered email address, mentioning their name, DP ID and Client ID /Folio Number, PAN and mobile number, atleast 48 hours before the scheduled time of the commencement of AGM and such questions/ queries shall be replied suitably depending upon the availability of time at the AGM.
- vi) Members who would like to express their views or ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN and mobile number at isc@chambal.in atleast 48 hours before the scheduled time of the commencement of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of time.

5. Process for procuring User ID and password and registration of email address for participation in the AGM through VC/OAVM and e-Voting, for those Members whose email address is not registered

A member whose email address is not registered with the Company or depository / depository participant and who wish to receive through email, the communications sent by the Company from time to time and obtain User ID and password to participate in the AGM through VC / OAVM and vote through e-Voting system in the AGM or through remote e-Voting, can get his/ her / its email address registered by following the procedure mentioned below:

- (i) In case the shares of the Company are held by a member in physical form, such member shall submit scanned copy of a signed request letter mentioning his/ her / its email address, name, folio number and complete address alongwith self-attested copies of PAN Card and AADHAAR Card by email to isc@chambal.in or send these documents to the Share Transfer Agent of the Company; and
- (ii) In case the shares of the Company are held by a member in dematerialized form, such member shall register his / her / its email address in the demat account maintained with the depository participant. Further, such member can temporarily get the email address registered with the Company for obtaining User ID and password for participation in the AGM through VC / OAVM and vote through e-Voting system in the AGM or through remote e-Voting by submitting scanned copy of a signed request letter mentioning his/ her/ its email address, name, DP ID and Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID) alongwith self-attested scanned copies of Client Master or Consolidated Demat Account statement, PAN Card and AADHAAR Card through email to isc@chambal.in or evoting@nsdl.co.in or send these documents to the Share Transfer Agent of the Company.

6. Entitlement for e-Voting

- 6.1 A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case of shares held in dematerialised form) as on the cut-off date i.e. **September 09, 2021** only shall be entitled to avail the facility of remote e-Voting as well as voting in the AGM through e-Voting system. A person who is not a member as on the cut-off date should treat this notice of AGM for information purposes only. The voting rights of the shareholders shall be reckoned in proportion to their shares in the total paid-up equity share capital of the Company as on cut-off date i.e. **September 09, 2021**.
- 6.2 A person who becomes a member of the Company after sending of the notice of AGM and holding shares as on the cut-off date i.e. **September 09,**

2021, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or isc@chambal.in or call on toll free nos. 1800 1020 990 or 1800 22 44 30.

7. Contact Details for Queries / Grievances

In case of any queries, the members may refer the Frequently Asked Questions (FAQs) (for Shareholders) on the e-Voting System of NSDL and User Manual on e-Voting System for Shareholders, available at the download section of www.evoting.nsdl.com or call on toll free nos. 1800 1020 990 or 1800 22 44 30. In case of any queries/ grievances connected with remote e-Voting or the e-Voting in the AGM or if the members need any assistance before or during the AGM, the members may contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (Telephone No. 022-24994360) or Mr. Shyamal Kumar Choudhury, Deputy Manager - Secretarial at the Corporate Office of the Company at "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi – 110 025, Telephone No. 011-41697900 / 011-46581300, Fax: 011-40638679, E-mail: isc@chambal.in.

8. Declaration of voting results

8.1 The Board of Directors of the Company has appointed Mr. Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice (Membership No. FCS 5123 and Certificate of Practice No. 4095) and in his absence, Mr. Manoj Maheshwari, Partner, V. M. & Associates, Company Secretaries in whole time practice (Membership No. FCS 3355 and Certificate of Practice No. 1971), to scrutinise the remote e-Voting process and voting in the AGM in a fair and transparent manner.

8.2 After completion of scrutiny of the votes cast at the AGM and the votes cast through remote e-Voting, the Scrutiniser shall make, not later than 48 Hours from the conclusion of the AGM, a consolidated scrutiniser's report and submit the same to the Chairperson of AGM or any other person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith. The results declared alongwith scrutiniser's report shall be placed on the Company's website www.chambalfertilisers.com and NSDL website: www.evoting.nsdl.com, immediately after the results are declared.

9. Payment of Dividend

The Board of Directors, at its meeting held on May 10, 2021, has recommended a final dividend of Rs. 4.50 per equity share of Rs. 10 each of the Company for the Financial Year ended March 31, 2021. The final dividend on equity shares for the Financial Year ended March 31, 2021, if declared at the AGM, will be paid subject to deduction of tax at source.

10. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, August 25, 2021 to Thursday, August 26, 2021 (both days inclusive) for determining the eligibility of shareholders for payment of final dividend on equity shares, if declared at the AGM.

11. Tax on Dividend

Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act 2020, mandates that dividend paid or distributed by a company on or after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source at the time of making the payment of final dividend to the members. The members are requested to refer to the IT Act for the prescribed rates of tax deduction at source for various categories.

The rates of tax deduction at source shall be based on the residential status of the member, category of member, status of return filing and the documents/ declarations submitted to the Company in accordance with the provisions of the IT Act. Accordingly, members are requested to update the PAN, residential status and other details in their respective demat accounts with their depositories, if the shareholding is in demat form or with the Company's Share Transfer Agent i.e. Zuari Finserv Limited, if the shareholding is held in physical form.

The other relevant provisions under the IT Act for Resident and Non-resident shareholders are as follows:

I. Resident Shareholders

In case of Resident shareholders, tax shall be deducted as per the rates specified in Section 194 of the IT Act.

No tax shall be deducted on dividend paid to resident individual shareholders if dividend amount during Financial Year 2021-22 is less than Rs. 5,000 or if the shareholder furnishes declaration in Form No. 15G/15H to avail the benefit of non-deduction of tax at source by e-mail to isc@chambal.in on or before Tuesday, August 24, 2021.

In case a shareholder does not provide PAN or is a "specified person" as per Section 206AB of the IT Act, tax shall be deducted at the higher rate as per the provisions of the IT Act.

II. Non-Resident Shareholders

In respect of dividend to be paid to Non-Resident Shareholders, tax is required to be withheld in accordance with the provisions of Section 195 of the IT Act at the 'rates in force' for all non-resident shareholders except where payments are covered specifically under other provisions of the IT Act.

A non-resident shareholder has the option to be governed by the provisions of the Double Tax

Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder if they are more beneficial to the shareholder, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

The final dividend will be paid after withholding / deducting the tax at source as per the details given above.

The members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

In order to enable the Company to determine the appropriate rate of tax deduction / withholding, the members are requested to provide the requisite details and documents on or before Tuesday, **August 24, 2021**. Members are requested to send all the above-mentioned documents and any other correspondence in this regard by email to isc@chambal.in or to the Share Transfer Agent of the Company.

Members may send an email to the Company at isc@chambal.in for any clarification in this regard.

12. Unclaimed Dividend

The members are hereby informed that the Company is required to transfer the dividends, which remain unclaimed / unpaid for a period of seven years, to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government. During the Financial Year 2020-21, the Company has transferred unclaimed / unpaid dividend for the Financial Year 2012-13 to IEPF.

The Company has uploaded the details of unpaid / unclaimed dividend lying with the Company, on the website of the Company (www.chambalfertilisers.com). The members are advised to send their requests for payment of unpaid / unclaimed dividend pertaining to the Financial Year 2013-14 and subsequent dividends declared by the Company to the Company's Share Transfer Agent for payment before the same becoming due for transfer to IEPF.

13. Transfer of shares to IEPF

The members may kindly note that pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company

to the demat account of Investor Education and Protection Fund Authority ("IEPF Authority"). During the Financial Year ended March 31, 2021, the Company has transferred 5,76,172 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/ unclaimed for the last seven years. 49,34,012 equity shares of the Company were lying in the demat Account of IEPF Authority as on March 31, 2021.

The members, whose unclaimed dividend and / or shares have been transferred to IEPF/ IEPF Authority, may claim the dividend and / or shares, as the case may be, from IEPF/IEPF Authority by submitting an application in Form No. IEPF-5 available on www.iepf.gov.in and following the procedure mentioned at the said website and in IEPF Rules.

In pursuance of the IEPF Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to IEPF during the Financial Year 2021-22. The Company has also uploaded details of such shareholders and shares due for transfer to IEPF on its website at www.chambalfertilisers.com under the section "Investors & Policies".

14. Updation of PAN and Bank details and discontinuation of transfer of shares in physical form

14.1 As per circular dated April 20, 2018 issued by SEBI, the listed companies are required to obtain copy of PAN card and bank account details (original cancelled cheque leaf or attested bank passbook/ statement showing the name of account holder) of all securities holders holding shares in physical form. Accordingly, the Share Transfer Agent of the Company had communicated individually to the shareholders of the Company who are holding shares in physical form to submit the aforesaid documents alongwith the duly filled-in format sent with the said communication, for updation of records. The members holding shares in physical form, who have not yet submitted these documents to the Company/ Share Transfer Agent, are requested to submit the same to the Share Transfer Agent of the Company.

14.2 In pursuance of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of shares, the processing of requests for effecting transfer of shares held in physical form has been discontinued with effect from April 01, 2019. SEBI vide its press release dated March 27, 2019 clarified that the transfer deed(s) once lodged prior to deadline of April 01, 2019 and rejected/ returned due to deficiency in the documents may be re-lodged for transfer even after April 01, 2019. SEBI vide its circular dated September 07, 2020 had fixed March 31, 2021 as the cut-off date for

re-lodgement of transfer deeds. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialise their shareholding.

15. Share Transfer Agent

Zuari Finserv Limited is Share Transfer Agent of the Company. All investor related communication may be addressed to:

Zuari Finserv Limited

“Corporate One”, First Floor, 5, Commercial Centre
Jasola, New Delhi - 110 025
Tel: 011 - 41616619, 41697900
Fax: 011 - 40638679
E-mail: rta@adventz.zuarimoney.com

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

ITEM NO. 3

The members of the Company at the Thirty-third Annual General Meeting held on September 18, 2018 had approved the re-appointment of Mr. Saroj Kumar Poddar as a Director of the Company, liable to retire by rotation.

In pursuance of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the members of the Company approved, by way of a special resolution passed at the Thirty-fifth Annual General meeting held on September 10, 2020, continuation of Mr. Saroj Kumar Poddar as a Director of the Company after attaining the age of seventy five (75) years, liable to retire by rotation.

Mr. Saroj Kumar Poddar retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, as a Director.

Mr. Saroj Kumar Poddar (DIN: 00008654), Chairman of the Company, a gold medalist in B.Com (Hons.) from Calcutta University, is an eminent Industrialist of India with experience of around five decades. Mr. Saroj Kumar Poddar has been a pioneer in creating various seminal projects including joint ventures with leading international corporations. He was also instrumental in promoting Gillette India Limited (a venture with the Gillette Company of USA) and he was its founder Chairman since 1984, before relinquishing the position in December, 2013. He has vast experience and expertise in diverse industries like fertilisers and agri-inputs, sugar, engineering & infrastructure, personal care products, etc.

Having served as President of Federation of Indian Chambers of Commerce and Industry (FICCI) and International Chamber of Commerce in India, Mr. Saroj Kumar Poddar has been appointed by Government of India on the Board of Trade - the highest body on trade and on the Court of the Indian Institute of Science, Bangalore. He has also served for a decade as a member of the Board of Governors of the Indian Institute of Technology, Kharagpur and also on local Board of the Reserve Bank of India. He was also on

the Advisory Board of one of the most reputed investment brokers, M/s N M Rothschild & Sons (India) Private Limited.

The details of other Indian companies in which Mr. Saroj Kumar Poddar is a Director, are as under:

| S. No. | Name of the Company |
|--------|--|
| 1. | Adventz Finance Private Limited |
| 2. | Adventz Homecare Private Limited |
| 3. | Forte Furniture Products India Private Limited |
| 4. | Hepo India Private Limited |
| 5. | Hettich India Private Limited |
| 6. | Lionel India Limited |
| 7. | Paradeep Phosphates Limited |
| 8. | Texmaco Infrastructure & Holdings Limited* |
| 9. | Texmaco Rail & Engineering Limited* |
| 10. | Zuari Agro Chemicals Limited* |
| 11. | Zuari Global Limited* |

*Listed entity

The details of Mr. Saroj Kumar Poddar’s Chairpersonship / Membership of the Committees of the Board of Directors of Indian companies, are as under:

| S. No. | Name of the Company | Name of the Committee | Position held |
|--------|---|--|---------------|
| 1. | Adventz Finance Private Limited | Audit Committee | Chairman |
| | | Nomination & Remuneration Committee | Chairman |
| | | Corporate Social Responsibility Committee | Chairman |
| 2. | Paradeep Phosphates Limited | Nomination & Remuneration Committee | Member |
| 3. | Texmaco Infrastructure & Holdings Limited | Sub Committee of Directors | Member |
| 4. | Texmaco Rail & Engineering Limited | Committee of Directors | Chairman |
| 5. | Zuari Agro Chemicals Limited | Committee of Directors for Banking & Finance | Chairman |
| 6. | Zuari Global Limited | Nomination & Remuneration Committee | Member |

Mr. Saroj Kumar Poddar holds 7,06,128 equity shares in the Company and he is not a relative (as defined under the Companies Act, 2013 and Rules thereunder) of any Director or Key Managerial Personnel of the Company.

Mr. Saroj Kumar Poddar was first appointed on the Board of Directors of the Company with effect from February 13, 1995. He is Chairman of the Company since September 16, 2008. He is entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members. He had attended all 5 meetings of the Board of Directors of the Company held during the Financial Year 2020-21. The Company has paid sitting fee of Rs. 2,50,000 to him during the Financial Year 2020-21 and commission of Rs.10,00,000 is payable to him for the said financial year.

Under the guidance and mentorship of Mr. Saroj Kumar Poddar as Chairman, the Company had achieved substantial growth. The Company had successfully commissioned its new Urea plant during the Financial Year 2018-19 to increase its Urea production capacity. In addition to this, the Company had substantially increased its portfolio and volume of marketed products. As a result of these initiatives, the revenue and profitability of the Company had increased substantially. Considering the seniority, expertise and vast experience of Mr. Saroj Kumar Poddar, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that continuation of Mr. Saroj Kumar Poddar as a Director would immensely benefit the Company.

Mr. Saroj Kumar Poddar attained the age of 75 years on September 15, 2020. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 10, 2021 had recommended, to the members of the Company, to approve the re-appointment of Mr. Saroj Kumar Poddar, as a Director of the Company, liable to retire by rotation. The approval of the members is being sought for re-appointment of Mr. Saroj Kumar Poddar as a Director liable to retire by rotation, in pursuance of the provisions of Section 152 of the Companies Act, 2013 and Regulation 17(1A) of the Listing Regulations.

If re-appointed, Mr. Saroj Kumar Poddar shall be liable to retire by rotation and he shall be entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and the payment by way of commission within the limits approved by the members.

Save and except Mr. Saroj Kumar Poddar, none of the Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of members.

Note: Item No. 3 being part of the ordinary business, this statement in respect thereof is not required under the provisions of the Companies Act, 2013 but the same is being included in view of the requirement of Regulation 17(1A) of the Listing Regulations.

ITEM NO. 4

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, for conducting audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2022 at a fee of Rs. 1,10,000 plus applicable taxes and reimbursement of out of pocket expenses.

In pursuance of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants is required to be ratified by the shareholders of the Company. Accordingly, the consent of the shareholders is being sought for ratification of the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants, for conducting audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2022.

None of the Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of members.

ITEM NO. 5

The members of the Company, at the Annual General Meeting held on September 10, 2020, approved appointment of Mr. Gaurav Mathur (DIN: 07610237), as a Whole-time Director, designated as Joint Managing Director of the Company, for a period of 5 (five) years with effect from January 06, 2020. The Board of Directors at its meeting held on February 04, 2021, on the recommendations of Nomination and Remuneration Committee and exercising the powers vested in it in terms of the Articles of Association of the Company and Section 196(4) and other relevant provisions of the Companies Act, 2013 ("Act"), subject to the approval of the members of the Company, appointed Mr. Gaurav Mathur as Managing Director of the Company for a period from April 16, 2021 to January 05, 2025, not liable to retire by rotation.

Mr. Gaurav Mathur, aged about 52 years, is a chemical engineer from Indian Institute of Technology, Kanpur having more than 30 years of experience in the fields of Industrial Explosives, Specialty Chemicals, Coatings & Paints and Pharmaceutical Industries. Mr. Gaurav Mathur started his career in the year 1989 as a Management Trainee in the explosives business with ICI India Limited (now AkzoNobel India Limited). He worked with ICI India Limited/ AkzoNobel India Limited for around 27 years and held various senior executive positions in India and abroad such as Head of Research and Development – Decorative Paints, Global Manufacturing & Supply Chain Director, Global Director - Continuous Improvement & Strategic Initiatives, etc. Prior to joining the Company, Mr. Gaurav Mathur was working as Managing Director of TEVA API India Private Limited since September 2016 and was heading Active Pharmaceutical Ingredient operations for Asia Pacific, Israel and Europe.

The key terms and conditions of appointment including remuneration payable to Mr. Gaurav Mathur are as under:

- I. Tenure of appointment: From April 16, 2021 to January 05, 2025.
- II. Salary & Allowances:
 - (i) Basic salary of Rs. 12,70,000 per month in the range of Rs. 11,50,000 to Rs. 20,00,000 per month;
 - (ii) Special allowance of Rs. 2,67,000 per month in the range of Rs. 2,67,000 to Rs. 5,00,000 per month;
 - (iii) Increments as may be determined by the Board of Directors of the Company from time to time;
 - (iv) The Company shall provide fully furnished accommodation or house rent allowance equivalent to 60% of the basic salary; and
 - (v) Performance bonus as may be determined by the Board of Directors from time to time; Provided that the maximum performance bonus paid / payable in respect of a financial year shall not exceed the amount equivalent to 18 months' basic salary (calculated based on the last drawn basic salary).
- III. Perquisites and other Benefits:
 - (i) A Company provided and maintained air conditioned car with driver or vehicle allowance of Rs. 2,00,000 per month in lieu thereof;
 - (ii) Telephone alongwith internet facility at residence and mobile phone, at the Company's expense;
 - (iii) Group health insurance cover for self and dependent family members and life insurance cover, as per the policy of the Company;
 - (iv) Leave travel assistance and medical allowance as applicable to the senior management employees as per policy of the Company; and
 - (v) In addition to the above, all other benefits such as gratuity, employer's contribution to provident fund and superannuation fund / national pension system or superannuation allowance in lieu thereof, club fee (not more than two clubs), long service awards, paid leaves and encashment of unavailed leaves, etc. as applicable to the senior management employees as per the policy of the Company, shall be applicable and allowed to Mr. Gaurav Mathur, Managing Director.
- IV. The payment of remuneration to Mr. Gaurav Mathur, Managing Director shall be within the overall limits prescribed under Section 197 of the Act.
- V. If Mr. Gaurav Mathur ceases to hold office of Managing Director due to any reason whatsoever, he shall immediately cease to be a Director of the Company.

The Company has entered into an Employment Agreement dated April 01, 2021 ("Employment Agreement") with Mr. Gaurav Mathur containing the terms and conditions of his appointment including remuneration. Either of the parties to the Employment Agreement may terminate the Employment Agreement by giving the other party ninety days' notice in writing.

The Company has not defaulted in the payment of dues to any bank or public financial institution or non-convertible debenture holders, or any other secured creditor.

The Company has received in writing from Mr. Gaurav Mathur (i) consent to act as Managing Director of the Company; and (ii) confirmation in terms of provisions of Section 196(3) and Schedule V of the Act.

Mr. Gaurav Mathur is Director of Chambal Infrastructure Ventures Limited, a wholly owned subsidiary of the Company and The Fertiliser Association of India ("FAI"). Further, Mr. Gaurav Mathur is member of Committee on Urea and Committee on P & K Fertilizers of the Board of Directors of FAI.

Mr. Gaurav Mathur is not a Director of any listed entity other than the Company. Mr. Gaurav Mathur is member of Banking and Finance Committee, Corporate Social Responsibility Committee, Project Monitoring Committee, Risk Management Committee, Stakeholders Relationship Committee and Strategy Committee of the Board of Directors of the Company.

Mr. Gaurav Mathur does not hold equity shares in the Company and he is not a relative (as defined under the Act and Rules thereunder) of any Director or Key Managerial Personnel of the Company. He has attended all the 5 meetings of the Board of Directors of the Company held during the Financial Year 2020-21.

The details of remuneration paid to Mr. Gaurav Mathur during the Financial Year 2020-21 are as under:

(Amount in Rs.)

| Salary | Perquisites | Initial Performance Bonus | Others- Retirement Benefits and other perquisites | Total |
|-------------|-------------|---------------------------|---|-------------|
| 2,84,12,004 | 16,88,743 | 1,00,00,000 | 17,39,781 | 4,18,40,528 |

The Employment Agreement, Articles of Association of the Company and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting. The members seeking inspection of these documents may send an email to the Company at isc@chambal.in.

Save and except Mr. Gaurav Mathur, none of the Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval of members.

ITEM NO.6

The members of the Company at the Thirty-second Annual General Meeting held on September 15, 2017 had approved the re-appointment of Ms. Radha Singh (DIN: 02227854) as an Independent Director of the Company for a term of 5 (five) consecutive years, that is, upto September 14, 2022.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 01, 2019, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of seventy five years, unless a special resolution is passed to that effect. Ms. Radha Singh shall attain the age of 75 (seventy-five) years on November 24, 2021. Accordingly, approval of the members by way of special resolution is required for continuation of Ms. Radha Singh as an Independent Director after she attains the age of 75 years.

Ms. Radha Singh has a Post Graduate degree in Public Policy/ Administration from Harvard University, USA and a Master's degree in Social & Political Sciences from University of Delhi. She had retired from Indian Administrative Service. Prior to retirement, she was holding the position of Secretary, Agriculture and Cooperation, Government of India. She has 40 years' experience in public service, in several areas including rural and agricultural development, water resources, public finance and institution building. The functional areas of expertise of Ms. Radha Singh include agriculture, public finance, public policy & administration, etc. In her capacity as Secretary, Agriculture and Cooperation, she headed several national and international organizations as Board Member/ Chairperson. In her long career in public service, she has held many high level policy and managerial positions in the Government of India. She had worked with the World Bank in Washington, DC, U.S.A. as an Institutional Specialist and several other capacities for six years (1993-1998).

Ms. Radha Singh is not a Director of any listed entity other than the Company. Ms. Radha Singh is Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee and member of Audit Committee, Corporate Social Responsibility Committee and Project Monitoring Committee of the Board of Directors of the Company.

Ms. Radha Singh does not hold any equity shares in the Company and she is not a relative (as defined under the Companies Act, 2013 and Rules thereunder) of any Director or Key Managerial Personnel of the Company.

Ms. Radha Singh was first appointed on the Board of Directors of the Company with effect from October 21, 2009. She is entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members. She has attended all 5 meetings of the Board of Directors of the Company held during the Financial Year 2020-21. The Company has paid sitting fee of Rs. 5,85,000 to her during the Financial Year 2020-21 and commission of Rs.10,00,000 is payable to her for the said Financial Year.

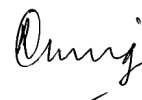
Ms. Radha Singh actively contributed to the working and growth of the Company over the years and the Board of Directors and relevant committees had benefitted from her knowledge and experience. Considering her knowledge and vast experience in different fields and contribution as Director of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that the continued association of Ms. Radha Singh as an Independent Director would be beneficial to the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 10, 2021, has recommended to the members of the Company to approve the continuation of Ms. Radha Singh as an Independent Director of the Company after she attains the age of 75 years, upto the completion of her tenure on September 14, 2022.

Save and except Ms. Radha Singh, none of the Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval of members.

By order of the Board of Directors



Rajveer Singh

Vice President - Legal & Secretary

New Delhi
August 06, 2021



CHAMBAL FERTILISERS
AND CHEMICALS LIMITED



Enriching
Land
Transforming
Lives



Annual Report 2020-21

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DIRECTORS

Saroj Kumar Poddar
Chairman

Shyam Sunder Bhartia
Co-Chairman

Gaurav Mathur
Managing Director

Pradeep Jyoti Banerjee

Rita Menon

Vivek Mehra

Chandra Shekhar Nopany

Radha Singh

Marco Philippus Ardeshir Wadia

SECRETARY

Rajveer Singh

LEADERSHIP TEAM

Abhay Baijal
Chief Financial Officer

Upendra Rajnarayan Singh
Vice President - Works

Ashish Kumar Shrivastava
Assistant Vice President - Marketing

AUDITORS

Price Waterhouse
Chartered Accountants LLP

COST AUDITORS

K.G. Goyal & Associates

Chambal Fertilisers and Chemicals Limited

(CIN : L24124RJ1985PLC003293)

Registered Office: Gadepan, Distt. Kota, Rajasthan, PIN - 325 208

Tel. No. : 0744-2782915; Fax : 07455-274130

Corporate Office : "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi -110 025

Tel. Nos. : +91-11- 46581300, 41697900; Fax : +91-11- 40638679

Email : isc@chambal.in; Website : www.chambalfertilisers.com

BOARD'S REPORT

Dear Members,

Your Board of Directors have pleasure in presenting the 36th Annual Report on the business and operations of the Company together with audited financial statements for the Financial Year ended March 31, 2021.

1. Standalone Financial Results

The financial performance of your Company on standalone basis is summarized below: (Rs. in Crore)

| Particulars | Financial Year | |
|--|----------------|----------------|
| | 2020-21 | 2019-20 |
| Revenue from Operations | 12719.01 | 12205.95 |
| Other Income | 59.89 | 179.34 |
| Total Income | 12778.90 | 12385.29 |
| Total Expenses | 10819.96 | 11093.01 |
| Profit before Exceptional Items and Tax | 1958.94 | 1292.28 |
| Exceptional Items | - | (33.42) |
| Profit before Tax | 1958.94 | 1325.70 |
| Total Tax Expenses | 611.90 | 101.39 |
| Profit for the Year | 1347.04 | 1224.31 |
| Other Comprehensive Income for the Year (Net of Tax) | 151.57 | (251.62) |
| Total Comprehensive Income for the Year | 1498.61 | 972.69 |
| Retained Earnings - Opening Balance | 3254.12 | 2381.60 |
| Add: | | |
| Profit for the Year | 1347.04 | 1224.31 |
| Any Other Change | 0.19 | 0.57 |
| Less: | | |
| Cash Dividend (including Dividend Distribution Tax) | 124.86 | 301.05 |
| Transfer to General Reserve | 50.00 | 50.00 |
| Re-measurement Loss on Defined Benefit Plans | 0.34 | 1.31 |
| Retained Earnings - Closing Balance | 4426.15 | 3254.12 |

2. Operations

The Company manufactures Urea in its three plants located at Gadepan, District Kota, Rajasthan. The Company is also engaged in marketing of other fertilisers and agri-inputs such as Di-Ammonium Phosphate (DAP), Muriate of Potash (MOP), Ammonium Phosphate Sulphate (APS), different grades of NPK fertilisers, Sulphur, Micronutrients and Agrochemicals.

The Financial Year 2020-21 started amidst the outbreak of Novel Corona Virus ("COVID-19") pandemic and the country was under lockdown. The economies world over were severely impacted by COVID-19 pandemic and there were lot of apprehensions about the economic activity in the country. However, the Company was able to continue its operations at normal levels. The Company's production, dispatches, sales and market collections remained unaffected. The Company is continuously monitoring the situation arising on account of COVID-19 pandemic considering both internal and external factors and taking appropriate measures in this regard. When many sectors were under stress due to pandemic, the agriculture sector remained unaffected and consecutive good monsoon in the second year helped the Company in maintaining the growth momentum.

The Company had achieved highest ever production and sales of Urea and highest ever sales volumes of DAP and MOP fertilisers. There was also growth in sales of NPK fertilisers, Sulphur, Micro-nutrients and Agrochemicals. The sales volumes of APS fertilizer were also encouraging. During the year under review, the Company has crossed an important milestone of sales of 5 Million MT of fertilisers. The increased sales volumes of Urea and increased volumes and better margins on marketed products have enabled the Company to achieve highest ever revenue and profit after tax during the year.

After establishing itself firmly in its existing marketing territory, the Company is now looking forward to expanding its reach in new geographies in eastern, western and southern part of India. The Company is increasing its presence by opening marketing offices in these territories. Apart from DAP and MOP, the focus of the Company is to expand its volumes of APS/ NPK fertilisers in the new territories. The expansion of its marketing area will also allow the Company to get the advantage of different weather cycles and seasons for sale of products.

The Government of India had made additional allocation for fertiliser subsidy to clear the backlog. The outstanding subsidy of the Company as on March 31, 2021 was Rs. 1103.28 Crore as against Rs. 5349.33 Crore outstanding as on March 31, 2020. This has improved the liquidity position of the Company which has resulted into substantial reduction in the finance cost and its benefit will continue in the coming year also. Further, the credit rating for long term borrowings of the Company has been upgraded from CRISIL AA/Positive to CRISIL AA+/Stable. The detailed information on the business operations of the Company, the Industry in which the Company operates and other relevant information is given in the Management Discussion and Analysis Report attached as **Annexure "A"** to this Report.

3. Dividend

The Board of Directors of the Company declared an interim dividend of Rs. 3.00 per equity share of Rs. 10 each @ 30% during the Financial Year ended March 31, 2021. Further, the Board of Directors recommended final dividend of Rs. 4.50 per equity share of Rs. 10 each @ 45% for the Financial Year 2020-21. The total dividend for the Financial Year 2020-21 amounts to Rs. 7.50 per equity share of Rs. 10 each with total outgo of Rs. 312.15 Crore on account of interim and final dividend. During the Financial Year 2019-20, the Company paid total dividend (i.e. interim dividend) of Rs. 4.00 per equity share of Rs. 10 each @ 40%.

The Dividend Distribution Policy of the Company is attached as **Annexure "B"** to this Report and also available on the website of the Company and can be accessed at the weblink: <http://www.chambalfertilisers.com/pdf/Final-Dividend-Distribution-Policy.pdf>. The Dividend Distribution Policy was amended with effect from November 05, 2020 mainly to incorporate the following changes:

- (i) Inclusion of total dividend pay-out ratio of about 25% (inclusive of tax on distribution of dividend in the hands of the Company, if any) of the annual standalone profits after tax of the Company, to make the Dividend Distribution Policy more specific in respect of dividend distribution out of profits of the Company.
- (ii) Inclusion of additional factors viz. buy-back of shares of the Company and investment in new business(s), for utilization of retained earnings of the Company, in order to enable the Company to have more options in this regard.

The interim and final dividend declared/recommended by the Board of Directors are in accordance with the Dividend Distribution Policy of the Company.

4. Consolidated Financial Statements

In pursuance of the provisions of the Companies Act, 2013, the rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable Accounting Standards, the Company has prepared Consolidated Financial Statements. The Audited Consolidated Financial Statements alongwith Auditor's Report and the Statement containing salient features of the financial statements of Subsidiaries/Joint Venture (Form AOC - 1) forms part of the Annual Report.

5. Corporate Governance Report and Code of Conduct

Your Directors strive to maintain the high standards of transparency and Corporate Governance. The Corporate Governance Report for the Financial Year 2020-21 is attached as **Annexure "C"** to this Report. All the Directors of the Company and senior management personnel have confirmed the compliance of Code of Conduct and Ethics of the Company. The declaration of the Managing Director confirming compliance with the 'Code of Conduct and Ethics' of the Company is enclosed as **Annexure "D"** to this Report and Auditor's Certificate confirming compliance with the conditions of Corporate Governance is enclosed as **Annexure "E"** to this Report.

6. Subsidiaries and Joint Venture

The details of the subsidiaries and joint venture are given below:

(a) Subsidiaries

(i) CFCL Ventures Limited, Cayman Islands and its subsidiaries

CFCL Ventures Limited ("CVL") is a subsidiary of your Company in Cayman Islands and ISGN Corporation ("ISGN, USA") in USA and ISG Novasoft Technologies Limited ("ISGN, India") in India are subsidiaries of CVL.

There was no business activity in these subsidiaries during the year under review.

Inuva Info Management Private Limited ("Inuva") was a subsidiary of ISGN, India. The National Company Law Tribunal, Kolkata Bench vide its order dated May 03, 2021 had approved dissolution of Inuva upon voluntary liquidation. Accordingly, Inuva stands dissolved from May 03, 2021 and ceased to be a subsidiary of ISGN, India and the Company.

(ii) Other Subsidiaries

Chambal Infrastructure Ventures Limited is a wholly owned subsidiary of the Company in India. There was no business activity in this subsidiary during the year under review.

India Steamship Limited ("ISS, India") was a wholly owned subsidiary of the Company in India. The National Company Law Tribunal, Jaipur Bench vide its order dated February 09, 2021 had approved dissolution of ISS, India through voluntary liquidation. Accordingly, ISS, India stands dissolved from February 09, 2021 and ceased to be a subsidiary of the Company.

Further, India Steamship Pte. Ltd. ("ISS, Singapore"), a wholly owned subsidiary of the Company in Singapore, had earlier applied for closure and voluntary striking-off its name from the register of Accounting and Corporate Regulatory Authority, Singapore ("ACRA"). The name of ISS, Singapore was struck-off from the register of ACRA on April 06, 2020 and it ceased to be a subsidiary of the Company.

(b) Joint Venture: Indo Maroc Phosphore S. A. - IMACID (“IMACID”)

IMACID is a joint venture of your Company in Morocco with Tata Chemicals Limited and OCP, Morocco. Each partner is having equal stake in the joint venture (33.33% each). IMACID is engaged in the manufacture of phosphoric acid in Morocco.

The performance of IMACID is summarized below:

| Particulars | April 01, 2020 to March 31, 2021 | April 01, 2019 to March 31, 2020 |
|------------------------------------|--|---|
| Production of Phosphoric Acid (MT) | 468,987 | 344,381 |
| Sales of Phosphoric Acid (MT) | 397,670 | 293,093 |
| Revenue | Moroccan Dirham 2638.01 Million (Rs. 2097.22 Crore) | Moroccan Dirham 1944.07 Million (Rs.1425.01 Crore) |
| Profit after Tax | Moroccan Dirham 337.56 Million (Rs. 268.36 Crore) | Moroccan Dirham 12.34 Million (Rs. 9.04 Crore) |

The phosphoric acid is raw material for manufacture of phosphatic fertilisers. The demand of phosphoric acid gradually improved and there was also upward movement in sales prices thereof during the Financial Year 2020-21 which has improved the margins of IMACID. The higher production and sales with higher margins have enabled IMACID to substantially improve its financial performance during the Financial Year 2020-21.

The Company does not have any material subsidiary as per the provisions of the Listing Regulations.

The performance of the subsidiaries of the Company is summarized in Form AOC - 1 attached to the Financial Statements of the Company in pursuance of Section 129 of the Companies Act, 2013. The contribution of subsidiaries and joint venture to the overall performance of the Company is also provided in Note no.47 to the Consolidated Financial Statements.

The Company shall place the financial statements of subsidiaries on its website in pursuance of Section 136 of the Companies Act, 2013.

Except as mentioned above, no subsidiary, associate or joint venture has been acquired or ceased/ sold / liquidated during the Financial Year 2020-21.

7. Health, Safety, Quality and Environmental Protection

Your Company is operating three hi-tech Urea plants having world class technology. The health and safety of people is of paramount importance for the Company and it continuously strives to improve the health and safety standards in its operations. The Company has in place a Health, Safety, Security, Environment & Quality Policy as part of a formal process to achieve this objective. An Integrated Management System based on ISO- 45001:2018, ISO-14001:2015, ISO- 9001:2015 has been established and the Company has also adopted Process Safety Management System. The brief outline of the Company’s initiatives in this regard is as under:

(a) Health & Hygiene

The health assessment and occupational disease monitoring of employees and contractor work force is carried out through periodic medical examinations and hygiene monitoring at work place.

The Company’s health centre at Gadepan is equipped with requisite medical facilities and doctors and it provides healthcare services to employees & their families, contractor workforce and villagers in the vicinity of the plants. Three well equipped ambulances are available at Gadepan which also cater to the requirements of villagers in medical emergencies. The Company also facilitates employees to consult a Company affiliated doctor to ensure the well-being of the employees. Training and awareness programs on health and hygiene related matters are organized from time to time.

The Company has taken all the preventive measures for protection against COVID-19 pandemic. Further, awareness sessions on preventive measures of COVID-19 pandemic like social distancing, wearing mask, hand sanitization, hygiene, etc. are being regularly organised amongst employees, contractor workforce and residents of township at Gadepan.

(b) Safety Management

The Company strives to maintain highest levels of health and safety of all the employees and contractor workforce through a well-defined health and safety management system. The Company has implemented a number of safety measures for accident prevention like hazard identification and risk assessment, job safety analysis, safety work permit system, etc. The Company has a strong Process Safety Management System in place to take care of safety in operation of plants and maintenance of equipment and machinery.

In order to take care of safety aspects in maintenance jobs in the plants, a cross functional team of senior employees review the jobs on a daily basis from safety perspective. Extensive trainings and drills are conducted by internal and external experts which helps in maintaining and improving safety systems. To encourage safety awareness, schemes of “Near-Miss” and “Make-to Good” reporting are in place and various programmes and campaigns are also organized. Keeping in view the nature of its operations, the Company has a well-defined “Onsite Disaster Management Plan” and “Mutual Aid and Response Group” arrangement with neighbouring industry. The Company also provides services to all neighbouring villages surrounding Gadepan plants in case of any fire emergency.

Your Company has achieved zero reportable accident during last three consecutive years.

(c) **Environment Protection**

Your Company recognizes its responsibility towards protection of environment and always looks for opportunities to improve its environmental performance. The Company gives utmost importance to conservation of natural resources (including raw materials, fuels and water). The philosophy of "Reduce, Re-use & Re-cycle" has been adopted for usage of the resources and reduction of waste generation and emissions.

In order to achieve zero liquid discharge in third Urea plant of the Company ("Gadepan-III Plant"), a reverse osmosis - zero liquid discharge plant has been installed for treatment of effluent, which has resulted in lesser intake of fresh water from the river. Online continuous ambient air monitoring stations have been installed in the premises in prominent directions. To monitor the quality of liquid effluent, online continuous liquid effluent monitoring systems have been installed.

The Company has developed dense green belt in Gadepan campus which provides healthy environment to people residing in and around the campus. The greenery at the campus is maintained through regular care and plantation of trees.

As a recognition to the dedicated efforts of the Company, it has been awarded state level first prize in the large scale industry category under the "Factories Safety Award Scheme-2021" by the Government of Rajasthan for the best safety performance during last three years. Your Company has also won "Fertilizers Association of India Environmental Protection" award for the year 2019-20.

(d) **Quality Management**

Your Company has adopted state of the art technology in its plants to ensure best in class quality of Urea. The relevant raw material, Urea manufactured by the Company and the fertilisers marketed by the Company are tested at the Company's laboratory at Gadepan. The Company sources the products marketed by it from the reputed manufacturers, some of whom are large multi-national organisations. The Company also undertakes market surveys, customer feedback surveys, etc. and the outcome thereof is considered appropriately for improvement in quality and different areas of operations.

8. **Corporate Social Responsibility**

The Corporate Social Responsibility ("CSR") is ingrained in the working of your Company since long and its CSR projects and programmes have benefitted the community at large over the years. The CSR initiatives of the Company largely focused on the areas where it makes lasting impact to uplift the social and financial status of the people in the villages and improves their living standard. The Company has developed CSR projects and programmes keeping in view the needs and requirements of the community in the rural areas especially the villages near its plants.

The CSR projects/ programmes of the Company cover mainly the areas of Education including Technical and Vocational Education, Rural Development, Healthcare and Sanitation, Employability and Empowerment, Environment Sustainability, Animal Welfare and Soil Health, Disaster Management, etc. As a socially responsible organization, your Company has made contribution of Rs. 5.00 Crore to the Prime Minister's Citizen Assistance and Relief in Emergency Situation Fund i.e PM CARES Fund during the Financial Year 2020-21.

The brief outline of the CSR projects / programmes of the Company is as under:

a) **Project Akshar-Pre-Primary and School Education**

Your Company is supporting 44 Government schools and 41 Government Aanganwadi centers of Kota and Baran Districts of Rajasthan. The Company works for enhancing overall education standard in these Government schools through remedial / extra classes, development of infrastructure, promotion of extra-curricular activities, etc. With the continuous efforts of the Company, these schools are now having quality infrastructure facilities to support the education of the students. During the Financial Year 2020-21, the Company had started 30 new SMART classes to introduce digital interface, bringing the total number to 61 SMART classes in the aforesaid Government schools. The science labs were established in two senior secondary schools for developing science acumen amongst students of higher classes. The substantial improvement in the academic performance of the students in these schools over the years is testimony to the efforts made by the Company in this regard.

The schools were closed since March 2020 due to outbreak of COVID-19 pandemic. The students were facilitated through online classes, e-content sharing and problem solving sessions to ensure continuous academic engagement of students.

CFDAV School is being run in collaboration with Dayanand Anglo Vedic College Trust & Management Society and over 63% students in this school are from nearby villages.

b) **Project Saksham - Technical and Vocational Education**

Your Company is continuously focusing on equipping rural youth with suitable technical skills with an objective to enhance employment opportunities through 5 Industrial Training Institutes and one Government Polytechnic College near its plants at Gadepan. Renovation and infrastructure development work at Government Polytechnic College, Baran was successfully completed during the Financial Year 2020-21. The Company aims to make this institute as one of the top three polytechnic colleges of Rajasthan in next 2 years. During the Financial Year 2020-21, 8 additional SMART classes were installed in the adopted institutes, taking the total to 24 SMART classes in 6 institutes.

During the COVID - 19 pandemic, online classes were organized in the institutes to support the students.

During the Financial Year 2020-21, the Company also offered vocational training programs in 3 vocational training centers. These centers are providing courses on solar panel assembling & maintenance, Tie & Dye techniques and jewellery designing to rural youths.

c) Project Saakar - Rural Development

Realizing the need of improvement in rural infrastructure facilities, your Company has undertaken rural development projects to cater to the basic needs of the community members residing in nearby villages. During the Financial Year 2020-21, the Company had focused on development of the basic facilities in nearby villages such as rural roads, electrification of public places, storm water drainage system, community hall and community sheds. The Company had undertaken construction of 3 new integrated Aanganwadi centers in school premises and renovation of 11 Government schools during the Financial Year 2020-21.

d) Project Arogya - Healthcare and Sanitation

The Company aims to create a quality healthcare network in rural areas to cater to the needs of community members. The healthcare activities and awareness sessions were resumed in the month of November 2020. The community members were facilitated in healthcare camps, awareness sessions on low cost protein and iron rich meal, water borne disease and its prevention, etc. in 26 villages. The Company has also carried out awareness sessions in these villages for COVID-19 vaccination. The healthcare facilities were also extended in the remote villages of Dehradun and Tehri districts in Uttarakhand.

e) Project Pragati - Employability and Empowerment

With the objective of creating alternate livelihood opportunities for the community members, especially women in rural areas, the Company is facilitating various self-help groups in nearby villages. These groups are emerging as small livelihood clusters and supporting the members to earn a decent income from various on-farm and off-farm livelihood activities. Your Company is supporting rural women for production of reusable face masks, school uniforms, school bags, reusable carry bags, jute bags and low cost sanitary napkins.

The Company is also facilitating small and marginalized farmers to adopt modern agriculture practices and optimize farm input cost to improve the farm income.

f) Project Bhoomi - Environmental Sustainability, Animal Welfare and Soil Health

The Company is running two agriculture development laboratories in Gadepan (Rajasthan) and Agra (Uttar Pradesh) along with a mobile soil testing van in Budaun District of Uttar Pradesh. These laboratories are facilitating farming community, especially small and marginalized farmers to avail soil health card facility and farm advisory services for balanced usage of fertilisers and optimize farm output. In order to promote sustainable agriculture practices amongst small and marginalized farmers, a farmer education center has been established.

g) Disaster Management

Your Company remained at the forefront to provide immediate relief to the community residing in areas near its plants and to the migrating population which is the most affected section of the community with COVID - 19 pandemic. In order to provide immediate relief to the community members, more than 9500 food kits were distributed in the community. In addition to this, more than 37,000 reusable face masks were distributed amongst community members. The Company had organized sanitization drives at villages in collaboration with the local government on periodic basis.

The Ministry of Corporate Affairs, Government of India had amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules") vide its notification dated January 22, 2021. The Corporate Social Responsibility Policy of the Company has been amended mainly to align it with the requirements under the amended CSR Rules and the CSR activities to be undertaken by the Company has been updated. The revised policy contains aims and objectives of CSR Projects / Programmes of the Company and includes guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual action plan. The Corporate Social Responsibility Policy of the Company is available at the website of the Company at <http://www.chambalfertilisers.com/csroverview>.

The composition and terms of reference of Corporate Social Responsibility Committee are given in the Corporate Governance Report. The Annual Report on Corporate Social Responsibility Activities (including the details of the development and implementation of the Corporate Social Responsibility Policy) as prescribed under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure "G"** to this Report.

For the purpose of Section 135 of the Companies Act, 2013, the amount equivalent to 2% of the average net profits of the Company made during the immediately preceding three financial years works out to Rs. 19.58 Crore. As against this, the Company had spent Rs. 19.65 Crore on CSR projects / programmes during the Financial Year 2020-21.

9. Directors and Key Managerial Personnel

The Board of Directors of the Company was having ten directors as on March 31, 2021 with eight Non-Executive Directors including five independent directors, a Managing Director and a Joint Managing Director.

The shareholders of the Company at the Annual General Meeting held on September 10, 2020 appointed Mrs. Rita Menon (DIN: 00064714) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from September 10, 2020 to September 09, 2025. The Board of Directors is of the opinion that Mrs. Rita Menon is a person of integrity with high level of ethical standards and having worked in senior positions in various departments / ministries of Government of India, she possesses requisite expertise and experience for appointment as Independent Director of the Company. Mrs. Rita Menon is exempt from the requirement to undertake online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs.

The shareholder of the Company at the Annual General Meeting held on September 10, 2020 has also approved the appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from December 01, 2019 to November 30, 2024.

Mr. Nimesh Nagindas Kampani (DIN: 00009071), completed his tenure on September 14, 2020 and ceased to be a Director of the Company with effect from September 15, 2020.

Mr. Anil Kapoor (DIN: 00032299) completed his tenure as Managing Director of the Company on April 15, 2021 and ceased to be the Managing Director and Director of the Company with effect from April 16, 2021. The Board of Directors expresses its sincere thanks and appreciation of the immense contribution made by Mr. Anil Kapoor during his tenure as Managing Director of the Company.

Mr. Gaurav Mathur (DIN: 07610237) had been working as Whole Time Director designated as Joint Managing Director of the Company since January 06, 2020. The Board of Directors at its meeting held on February 04, 2021 had appointed Mr. Gaurav Mathur as Managing Director of the Company for a period from April 16, 2021 to January 05, 2025, subject to approval of the shareholders of the Company.

There was no change in Chief Financial Officer and Company Secretary of the Company during the year under review.

Ms. Radha Singh (DIN: 02227854), Independent Director shall attain the age of 75 years on November 24, 2021. The shareholders of the Company at the Annual General Meeting held on September 15, 2017, had re-appointed Ms. Radha Singh as an Independent Director of the Company for further term of 5 (five) consecutive years, that is, upto September 14, 2022. Pursuant to Regulation 17(1A) of Listing Regulations, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has recommended to the shareholders of the Company, to approve continuation of Ms. Radha Singh as an Independent Director of the Company after she attains the age of 75 years.

Mr. Saroj Kumar Poddar (DIN: 00008654) is due for retirement at the forthcoming Annual General Meeting and has offered himself for re-appointment. Further, Mr. Saroj Kumar Poddar attained the age of 75 years on September 15, 2020 and pursuant to Regulation 17(1A) of Listing Regulations, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, recommends to the shareholders of the Company, the re- appointment of Mr. Saroj Kumar Poddar, as a Director of the Company, liable to retire by rotation.

All the Independent Directors have submitted declarations that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, the rules framed thereunder and the Listing Regulations. In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the names of all the Independent Directors of the Company have been included in the data bank maintained by the Indian Institute of Corporate Affairs.

During the Financial Year 2020-21, Mr. Anil Kapoor and Mr. Gaurav Mathur had not received any commission or remuneration from any subsidiary of the Company.

Five meetings of the Board of Directors were held during the Financial Year 2020-21.

Other information on the Directors and the Board Meetings is provided in the Corporate Governance Report attached as **Annexure "C"** to this Report.

A certificate obtained by the Company from a company secretary in practice, confirming that none of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority, is enclosed as **Annexure "F"** to this Report.

10. Internal Financial Controls

The Company has internal financial controls commensurate to the size and nature of its business. The Company has policies and procedures in place for ensuring orderly and efficient conduct of its business and operations including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The details of internal control system are also given in the Management Discussion and Analysis Report attached as **Annexure "A"** to this Report.

11. Remuneration Policy

In pursuance of the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Remuneration Policy. The Remuneration Policy, inter-alia, includes the appointment criteria & qualification requirements, process for appointment & removal, retirement policy, remuneration structure, etc. of the Directors including Managing Director and Whole Time Director(s), Key Managerial Personnel (KMP) and other senior management personnel of the Company. As per the Remuneration Policy, a person proposed to be appointed as Director, KMP or other senior management personnel should be a person of integrity with high level of ethical standards. In case of appointment as an Independent Director, the person should fulfill the criteria of independence prescribed under the Companies Act, 2013, rules framed thereunder and the Listing Regulations. The Remuneration Policy also contains provisions about the payment of fixed & variable components of remuneration to the Managing Director and Whole Time Director(s) and payment of sitting fee & commission to the Non-Executive Directors and describes fundamental principles for determination of remuneration of senior management personnel and other employees which are as follows:

- a) demand-supply relationship of the concerned job expertise;
- b) need of organization to retain and attract talent and its ability to pay;
- c) employees' social aspiration for enhancing standard of living; and
- d) compensation trends in the industries in which the Company operates.

The Remuneration Policy was amended with effect from February 04, 2021 mainly to modify the definition of "Senior Management" and deletion of the definition of "Management Committee" to keep flexibility in order to accommodate organizational changes from time to time.

The policy was also updated by including the provisions related to requirement of possession, by the Directors, of one or more core skills/ expertise / competencies identified by the Board of Directors.

The Remuneration Policy of the Company is available on the website of the Company at the weblink: <http://chambalfertilisers.com/pdf/RemunerationPolicy.pdf>.

12. Disclosures under the Companies Act, 2013, Rules thereunder and Secretarial Standards

- a) Your Company has not issued any shares during the Financial Year 2020-21.
- b) No significant and material orders have been passed by the regulators or courts or tribunals or statutory and quasi-judicial bodies impacting the going concern status and Company's operations in future.
- c) All related party transactions entered during the Financial Year 2020-21, were on arm's length basis and in the ordinary course of business. No material related party transaction (in terms of the Company's Policy on Related Party Transactions) was entered during the year by the Company and no contracts or arrangements were entered during the year with related parties which are required to be disclosed under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2.
- d) A copy of annual return of the Company is available on the website of the Company at the weblink: <http://chambalfertilisers.com/annualreturns/>
- e) The following information is given in the Corporate Governance Report attached as **Annexure "C"** to this Report:
 - i) The performance evaluation of the Board of Directors, the Committees of the Board of Directors, Chairman of the Company and the individual Directors;
 - ii) The composition of Audit Committee; and
 - iii) The details of establishment of Vigil Mechanism/Whistle Blower Policy.
- f) The particulars of loans and guarantees given, security provided and investments made, if any, under Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.
- g) During the Financial Year 2020-21, the auditors, secretarial auditors and cost auditors have not reported any fraud under Section 143(12) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.
- h) The Company has complied with the applicable Secretarial Standards prescribed under Section 118(10) of the Companies Act, 2013.
- i) The Company has complied with the provisions relating to the constitution of Internal Complaints Committees under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- j) There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year 2020-21 and the date of this Report.

13. Directors Responsibility Statement

Your Directors hereby state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit and loss of the Company for the year ended March 31, 2021;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

14. Auditors and Cost Auditors

The Notes to the Financial Statements read with the Auditor's Reports are self-explanatory and therefore, do not call for further comments or explanations. There has been no qualification, reservation, adverse remark or disclaimer in the Auditor's Reports.

The shareholders of the Company, at the Annual General Meeting held on September 15, 2017, had appointed M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of thirty-second Annual General Meeting of the Company held on September 15, 2017 till the conclusion of thirty-seventh Annual General Meeting of the Company.

The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is required by the Company in respect of production of fertilisers and accordingly such accounts and records are made and maintained by the Company.

The Board of Directors of the Company has appointed M/s. K.G. Goyal & Associates, Cost Accountants for conducting audit of cost records of the Company, as applicable, for the Financial Year ending March 31, 2022. As required under the Companies Act, 2013 and Rules framed thereunder, your Directors are seeking ratification from the members of the Company for the remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants.

15. Secretarial Audit

The Board of Directors of the Company had appointed M/s. RMG & Associates, Company Secretaries for conducting secretarial audit of the Company for the Financial Year 2020-21. The Secretarial Audit Report issued by the aforesaid Secretarial Auditor is attached as **Annexure "H"** to this Report.

There has been no qualification, reservation, observation, disclaimer or adverse remark in the Secretarial Audit Report.

16. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The energy conservation is of paramount importance for sustainability of the operations and it also results into saving of natural and financial resources. The Company always seeks to make its manufacturing facilities energy efficient and evaluates various options to achieve this objective. Gadepan-III Plant of the Company is energy efficient in comparison to the existing plants. The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo in terms of the Companies (Accounts) Rules, 2014 is set out in **Annexure "I"** attached to this Report.

17. Risk Management

Your Company has developed and implemented a Risk Management Policy. The Risk Management Committee of the Company periodically reviews all risks, finalise the risk document and monitors various risks of the Company including the risks, if any, which may threaten the existence of the Company. The composition and terms of reference of the Risk Management Committee are given in the Corporate Governance Report.

The risk document containing Key and Non-Key risks including way forward for mitigation thereof, as approved by the Risk Management Committee, is also reviewed by the Audit Committee and the Board of Directors periodically.

18. Deposits

During the year, the Company has not accepted any deposits from the public under Chapter V of the Companies Act, 2013. There was no public deposit outstanding as at the beginning and end of the Financial Year 2020-21.

19. Particulars of employees

Your Company believes that human resource is vital to the growth and sustainability of an organization. Your Company always strives to keep its human resource motivated and encourages merit and healthy relations. The information required to be disclosed in pursuance of Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **Annexure "J"** to this Report.

20. Employees Stock Option Scheme

The members of the Company had approved CFCL Employees Stock Option Scheme 2010, as amended and revised from time to time ("ESOS 2010") for grant of stock options exercisable into not more than 41,62,000 equity shares of face value of Rs. 10/- each to eligible employees and Whole Time Director(s)/ Managing Director of the Company. Each stock option when exercised would be converted into one fully paid up equity share of Rs. 10/- of the Company.

The Company has not granted any stock options during the year under review.

There has been no change in ESOS 2010 during the Financial Year 2020-21. ESOS 2010 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("ESOP Regulations") and implemented through CFCL Employees Welfare Trust ("Trust"). For the purpose of ESOS 2010, the Trustee of the Trust was holding 5,81,000 equity shares of the Company as on March 31, 2021 (9,18,500 equity shares as on March 31, 2020), being 0.14 % of the paid up share capital of the Company. The ownership of these shares cannot be attributed to any particular employee till he/ she exercises the stock options granted to him / her and the concerned shares are transferred to him / her. Hence, the concerned employees to whom the stock options were granted under ESOS 2010 cannot exercise voting rights in respect of aforesaid shares held by the Trustee of the Trust as such employees are not holders of such shares. The Trustee has not exercised the voting rights in respect of the aforesaid shares during the Financial Year 2020-21.

The disclosures required to be made under ESOP Regulations read with SEBI circular no. CIR/CFD/Policy Cell/2/2015 dated June 16, 2015 are given on the website of the Company at the weblink: <http://chambalfertilisers.com/pdf/ESOP-Disclosure-2020-21.pdf>. The disclosures in respect of ESOS 2010 are also given in the notes to the Financial Statements.

21. Business Responsibility Report

In pursuance of the provisions of the Listing Regulations, the Business Responsibility Report for the Financial Year 2020-21, describing the initiatives taken by the Company from environmental, social and governance perspective, forms part of the Annual Report.

22. Investor Service Centre

The in-house Investor Service Centre of your Company is located in the Corporate Office of the Company at New Delhi which provides prompt and efficient service to the investors. The Company takes various initiatives for investor satisfaction including reminders to investors about unclaimed dividends.

The equity shares of your Company are listed at National Stock Exchange of India Limited and BSE Limited. The Company has paid annual listing fees to these Stock Exchanges for the Financial Year 2021-22.

The members are requested to refer to general shareholders' information given in Corporate Governance Report attached hereto.

23. Acknowledgements

The Board of Directors wishes to place on record its appreciation of the support and co-operation received from all the stakeholders including the Department of Fertilisers, Government of India, Government of Rajasthan and other State Governments, Financial Institutions & Banks, investors and customers. The Board of Directors also conveys its appreciation of the commitment, hard work and dedication of the employees at all levels.

For and on behalf of Board of Directors

Place : New Delhi
Date : May 10, 2021

Rita Menon
Director

Gaurav Mathur
Managing Director

Annexure "A" to Board's Report
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Developments

A) Urea

The Company has three manufacturing plants with annual production capacity of around 3.4 million MT of Urea. All the three Urea manufacturing plants of the Company are located at Gadepan, District Kota, Rajasthan, which is largest single location Urea manufacturing facility in India. The commercial production from first Urea Plant of the Company had commenced in the year 1994 whereas second Urea Plant ("Gadepan-II") commenced commercial production in the year 1999. The latest addition in the series is third Urea plant of the Company ("Gadepan-III") which commenced commercial production from January 01, 2019.

The consumption of Urea is highest amongst all the fertilisers used in India. Urea is most important crop nutrient which plays a vital role in ensuring the food security in the country. The Urea industry comprises of manufacturers from public, co-operative and private sector. The Urea manufactured in the country is not sufficient to meet its total demand. Hence, part of the demand of Urea is met through imports. The price of Urea is controlled by the Government of India. The subsidised price at which the Urea to be sold to the farmers by the manufacturers is decided by the Government of India and it pays subsidy to the manufacturers based on the applicable policy parameters. Natural gas is the main input for manufacture of Urea. The cost of natural gas is considered appropriately by the Government of India while determining subsidy on Urea payable to the manufacturing units. Hence, the fluctuation in prices of natural gas does not have much impact on the Urea manufacturing units.

After Gadepan-II plant of the Company, which was set up in the year 1999, no new plant was set up in India for almost two decades. However, the demand of Urea kept on increasing which had resulted in huge gap in the demand and indigenous supply of Urea in the country. There was marginal increase in capacity of some of the Urea plants through de-bottlenecking but it was much lower than the increase in demand of Urea over the years. In order to promote indigenous manufacturing of Urea, the Government of India notified New Investment Policy - 2012 ("NIP-2012"). Gadepan-III plant of the Company is the first plant set up under NIP-2012 which has helped in reducing the gap in the demand and supply of Urea in the country. Few more Urea plants are under implementation which are likely to make the country largely self-dependent in Urea production.

Urea production in the country during the Financial Year 2020-21 was 24.60 million MT against 24.45 million MT during the previous year. During the Financial Year 2020-21, total 9.83 million MT of Urea was imported in the country in comparison to 9.20 million MT of Urea imported during the previous year. The Urea sales in the country during the Financial Year 2020-21 was 35.10 million MT against the Urea sales of 33.57 million MT during the previous year.

The price of imported Urea remained in the range of USD 227 per MT to USD 285 per MT during the Financial Year 2020-21.

B) Other Products

The Company strives to provide all agri-inputs under one roof to farmers. Apart from manufacture of Urea, the Company markets other fertilisers and agri-inputs such as Di- Ammonium Phosphate (DAP), Muriate of Potash (MOP), Ammonium Phosphate Sulphate (APS), different grades of NPK fertilisers, Sulphur, micro-nutrients and agrochemicals. The Company has established itself over the years as strong player in the fertilisers and other agri-inputs space in the country. The products of the Company are known for their quality in the market and command high level of customer loyalty. The products being marketed by the Company are sourced from national and international manufacturers of repute in order to ensure quality of the products and consistency in supplies.

DAP, MOP, APS and NPK fertilisers are covered under the Nutrient Based Subsidy ("NBS") policy of the Government of India. The subsidy on these products is paid by the Government of India to the Company based on the different nutrients in these fertilisers and the Company determines the sale prices of these products as per NBS. In view of this, the prices of these products are guided by the market forces.

DAP, APS and NPK fertilisers are manufactured in the country as well as imported by various players. MOP is not produced in India and the country is fully dependent on imports. The Company imports these fertilisers from the international manufacturers and producers and sells in its marketing territory under its brands. The production and imports of these products vary due to factors such as demand, pipeline inventories, pricing of the products in the international market, cost of raw material, etc. Sulphur and micro-nutrients are purchased from manufacturers in India and also imported from international manufacturers.

In case of agrochemicals, the technical grade agrochemicals are produced by multinational companies as well as domestic producers. The technical grade agrochemicals are used to formulate insecticides, herbicides, fungicides, etc. for agricultural use. These formulations for agriculture use are marketed by the manufacturers themselves as well as by marketers in their own brands. The Company purchases agrochemicals from manufacturers of repute in India.

After Urea, the Company's largest selling products are DAP and MOP. DAP sales in the country during the Financial Year 2020-21 was 10.50 million MT in comparison to 10.28 million MT during the Financial Year 2019-20 registering marginal growth of about 2%. Total 3.77 million MT of DAP was manufactured in the country during the Financial Year 2020-21 as against 4.55 million MT manufactured during the previous year. Further, 5.81 million MT of DAP was imported in the country during the Financial Year 2020-21 as against 5.44 million MT of DAP imported during the previous year. The higher sales volumes in comparison to the volumes of DAP manufactured and imported in the country resulted into reduction in inventory levels as at the end of the Financial Year 2020-21.

MOP is imported for direct application as fertiliser as well as for manufacture of NPK Fertilisers in the country. MOP imports for direct application as fertiliser in the country during the Financial Year 2020-21 were 3.53 million MT as against 2.87 million MT during the Financial Year 2019-20. MOP sales during the Financial Year 2020-21 were 3.44 million MT against the sale of 2.89 million MT in the previous year. The robust demand coupled with lower prices resulted into an year-on-year increase of about 19% in the sales of MOP.

The prices of DAP remained volatile during the Financial Year 2020-21 which were around USD 320 per MT in April 2020 and started moving up thereafter. The prices of DAP remained below USD 370 per MT till the end of the calendar year 2020 and moved swiftly thereafter to around USD 540 per MT levels by end of the Financial Year 2020-21.

The price of MOP was USD 230 per MT up to December 2020 which later on increased to USD 280 per MT.

2. Opportunities and Threats

Gadepan-III plant has enabled the Company to increase its market share in Urea and thus enhanced its competitive strength due to more efficient operations on account of economies of scale. After commissioning of Gadepan-III plant, the Company has started focusing on strengthening its reach in existing marketing territories and expansion in new geographies in eastern, western and southern part of India through a concerted brand building approach. The Company has an established brand and sizeable market share in the DAP and MOP fertilisers and making inroads in the NPK fertilisers space. The Company plans to replicate its success in the existing marketing territory to new marketing territories and increase its reach in the existing marketing territories which offers an opportunity to the Company to enhance its sales volumes and market share.

A few more plants are expected to be operational to increase the indigenous supply of Urea during next 1-2 years which shall reduce the demand-supply gap in the country. However, these plants are located in eastern and southern part of India whereas the core marketing territory of the Company is Northern and Central part of India. Further, the Urea manufactured by the Company is preferred by the customers in its marketing territory due to good product quality and strong brand image of the Company. Hence, the Company does not foresee much impact on its business due to the capacity addition by new players in Urea sector. The demand variation due to change in monsoon pattern, volatility in the prices of DAP, MOP, APS and NPK fertilisers and variation in the foreign exchange rates are few challenges which the Company faces in its business related to non-Urea fertilisers. The Company continuously evaluates these factors and strives to mitigate them through dynamic sourcing and pricing of the products and appropriate hedging of foreign exchange risk.

3. Risks and Concerns

The Fertiliser industry is subject to Government regulations and dependent upon subsidy policies of the Government of India. Gadepan-III plant is under NIP-2012 which is effective for 8 years from the start of production. The changes in such policies may sometimes adversely affect the Company. The increasing prices of marketed fertilisers may result in demand destruction in the short term which may adversely affect the sales volumes and profit margins of the Company to some extent.

The outbreak of Novel Corona Virus ("COVID-19") pandemic is a concern area for the entire industry as it has disrupted the economy at global and national levels. The Company is operating its plants with utmost care for health and safety of its work force. Despite the challenges caused due to COVID-19 pandemic, the Company has been able to operate its plants at normal levels.

4. Outlook

The Government of India had made additional provision during the Financial Year 2020-21 for making payment of subsidy arrears to the fertilizer companies. In view of this, the long outstanding subsidy arrears of the Company were released by the Government of India resulting into substantial reduction in outstanding subsidy as on March 31, 2021 in comparison to the previous year and improvement in the liquidity position of the Company. The Company is now in a position to look at avenues for expansion in fertilisers and other related sectors. Considering the Company's brand image and strong marketing network, the outlook in Urea remains positive. Moreover, the brand strength, reliable supply channels and established network with focus on expansion in new geographies shall enable the Company to achieve growth in non-Urea fertilisers, micronutrients and agrochemicals.

5. Operational and Financial Performance

The operational and financial performance is summarized below:

| Particulars | Financial Year | |
|--|----------------|----------|
| | 2020-21 | 2019-20 |
| Urea Production (MT in Lakhs) | 33.47 | 32.66 |
| Urea Sales (MT in Lakhs) | 33.79 | 31.57 |
| Sales including other Agri-inputs (Rs. in Crore) | 12717.55 | 12204.66 |
| Profit before Interest, Depreciation, Exceptional Items and Tax (Rs. in Crore) | 2526.18 | 2081.77 |

The revenue from branded marketed products was Rs. 5367.18 Crore during the Financial Year 2020-21 in comparison to Rs. 4059.46 Crore in the previous year. Single Super Phosphate plant was under shutdown since September 2017 and it has been decided to close it permanently. The sales of various marketed products were as under:

| Product | Financial Year | |
|--------------------------------------|----------------|---------|
| | 2020-21 | 2019-20 |
| DAP (MT in Lakhs) | 12.80 | 9.58 |
| MOP (MT in Lakhs) | 2.93 | 2.06 |
| Other Fertilisers (MT in Lakhs) | 0.90 | 0.39 |
| Agrochemicals (Net) – (Rs. in Crore) | 223.56 | 170.82 |

The performance of the Company has been better in all the product segments in comparison to the previous year. The Company had achieved highest ever production and sales of Urea and highest ever sales volumes of DAP and MOP fertilisers. There was substantial increase in sales volumes of other fertilisers and the revenue from agrochemicals has also improved substantially. The higher sales volumes in Urea and marketed fertilisers and better margins in almost all the products marketed by the Company has enabled the Company to achieve highest ever revenue and profit after tax during the Financial Year 2020-21.

6. Key Financial Ratios and details of significant changes therein (i.e. change of 25% or more in comparison to the previous financial year)

| Sr. No. | Key Financial Ratio | Financial Year 2020-21 | Financial Year 2019-20 |
|---------|------------------------------|------------------------|------------------------|
| 1. | Debtors Turnover | 3.78 | 2.35 |
| 2. | Inventory Turnover | 10.73 | 8.37 |
| 3. | Interest Coverage Ratio | 8.05 | 3.57 |
| 4. | Current Ratio | 1.50 | 1.10 |
| 5. | Debt Equity Ratio | 0.73 | 2.46 |
| 6. | Operating Profit Margin (%)* | 17.47 | 14.49 |
| 7. | Net Profit Margin (%)* | 10.52 | 9.71 |

* Calculated without considering the impact of Exceptional Items.

There was significant change in Debtors Turnover Ratio (60.85%), Inventory Turnover Ratio (28.20%), Interest Coverage Ratio (125.49%), Current Ratio (36.36%) and Debt Equity Ratio (70.32%) in comparison to the previous financial year. The reasons for such changes are as under:

(i) Change in Debtors Turnover Ratio

The Government of India has made additional allocation for payment of fertilizer subsidy arrears. The Debtors Turnover Ratio of the Company improved substantially due to release of the long outstanding subsidy arrears of the Company by the Government of India during the Financial Year 2020-21 as the outstanding subsidy as on March 31, 2021 was substantially low in comparison to the outstanding subsidy as on March 31, 2020 and better market collections.

(ii) Change in Inventory Turnover Ratio

The demand of marketed fertilisers such as DAP and MOP was high and the Company has achieved highest ever sales volumes of these products during the Financial Year 2020-21. The import of these products was very low due to supply constraints and high prices in the international markets during the last quarter of the Financial Year 2020-21. This has resulted into low inventory of these products as on March 31, 2021 which is the main reason behind substantial change in inventory turnover ratio.

(iii) Change in Interest Coverage Ratio, Current Ratio and Debt Equity Ratio

The Government of India has released the long outstanding subsidy arrears of the Company during the Financial Year 2020-21 and the outstanding subsidy as on March 31, 2021 was substantially low in comparison to the outstanding subsidy as on March 31, 2020. Further, the market collections of the Company have also improved. The release of subsidy arrears and better market collections have helped the Company in reducing its working capital borrowings. The long term borrowings of the Company have also reduced due to repayment of scheduled installments during the year. All these factors have enabled the Company to reduce its debt and finance cost.

In addition to the above, the performance of marketed products was very impressive on account of good monsoon and timely procurement of marketed fertilisers and the Company has achieved higher sales volumes with better margins in these products. The performance of own manufactured Urea was also better mainly due to higher production and sales during the Financial Year 2020-21 in comparison to the previous year. In view of the above, the Company has achieved higher operating profits during the Financial Year 2020-21 in comparison to the previous year.

The aforesaid factors mainly contributed to the significant improvement in interest coverage ratio, current ratio and debt equity ratio of the Company.

7. Details of change in Return on Net Worth as compared to the previous financial year and explanation thereof

The Return on Net Worth is calculated by dividing profit after tax for the financial year by average net worth during the financial year. The Return on Net Worth during the Financial Year 2020-21 was 29.26% in comparison to 34.22% during the Financial Year 2019-20.

The profit after tax of the Company during the Financial Year 2020-21 was higher in comparison to the previous financial year. However, during the Financial Year 2019-20, the Company had recognized a deferred tax credit of Rs. 343.97 Crore in pursuance of the provisions of the Taxation Laws (Amendment) Act, 2019 as against Rs. 61.25 Crore recognized during the Financial Year 2020-21. The higher deferred tax credit resulted into better Return On Net Worth during the previous financial year and increase in the average net worth of the Company for calculation of Return On Net Worth for the Financial Year 2020-21. The difference in deferred tax credit coupled with increase in average net worth, as mentioned above, has resulted into reduction in the Return On Net Worth during the Financial Year 2020-21 in comparison to the previous financial year.

8. Material Developments in Human Resources/ Industrial Relations

The efficient and safe operation of manufacturing plants and efficient and agile logistics, marketing and support functions are vital to the sustainability and growth of the Company. The Company is conscious of the fact that the motivated workforce with sense of belongingness is key to achieve its goals. The Company has a team of highly qualified and experienced personnel with very low attrition rate. The appropriate recruitment, retention and training plans are in place to maintain the Company's talent pool.

The Company has an appropriate system for induction and training of employees. The technical training is imparted to new employees in the plants, which includes classroom sessions, training through simulator and on the job training. In case of existing employees, the training and development needs are identified periodically and appropriate trainings are imparted through internal and external faculties. The Company had organized various training programs during the year mainly through virtual mode keeping in view the COVID- 19 pandemic. These trainings have helped the employees to keep them updated and enhanced their skill sets also.

The permanent employee strength of the Company was 1033 as on March 31, 2021. The Company continues to maintain open and cordial employee relations at the manufacturing plants as well as other locations of its operations.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a strong internal control system comprising various levels of authorization, supervision, checks & balances and procedures through documented policy guidelines and manuals. The Company's internal control systems are adequate and operating effectively. The Internal Audit Department regularly monitors the efficacy of internal controls and compliances with Standard Operating Procedures and Manuals with an objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance that all transactions are authorized, recorded and reported correctly and policies, laws and regulations are complied with.

The managers exercise their control over business processes through operational systems, procedure manuals and financial limits of authority manual. These processes are reviewed and updated on regular basis to improve their efficacy and meet the business needs.

The Internal Audit team develops a risk based annual audit programme which is aligned to the previous year's observations, suggestions from the operating managers and statutory auditors. The internal audit programme is approved by the Audit Committee.

The audit approach is based on random sample selection and takes into consideration the generally accepted business practices. The internal audit reports are discussed by the Management Committee and subsequently placed before the Audit Committee of the Board of Directors along with the directions/ action plan recommended by the Management Committee. The directions of the Audit Committee are implemented by the respective departments and Action Taken Report is placed before the Audit Committee.

The Internal Audit Department also assesses opportunities for improvement in business processes, systems and controls, gives recommendations and reviews the implementation of directions issued by the management, Board of Directors or its committees.

CAUTIONARY STATEMENT

The report may contain certain statements that the Company believes are, or may be considered to be "forward looking statements" that describe its objectives, plans or goals. All these forward looking statements are subject to certain risks and uncertainties, including but not limited to government action, economic developments, risks inherent to the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward looking statements.

For and on behalf of Board of Directors

Place : New Delhi
Date : May 10, 2021

Rita Menon
Director

Gaurav Mathur
Managing Director

Annexure "B" to Board's Report
DIVIDEND DISTRIBUTION POLICY

In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of Chambal Fertilisers and Chemicals Limited ("Company") has approved and adopted this "Dividend Distribution Policy" ("Policy").

Subject to the provisions of the Companies Act, 2013, rules framed thereunder and any other laws and regulations as may be applicable, the Board of Directors may declare interim dividend or recommend declaration of final dividend by the shareholders.

Subject to the parameters given below, the Company shall endeavour to maintain a total dividend pay-out ratio of about 25% (inclusive of tax on distribution of dividend in the hands of the Company, if any) of the annual standalone profits after tax of the Company.

The parameters for recommendation/ declaration of dividend are as under:

I) The circumstances under which the shareholders of the Company may or may not expect dividend

The decision regarding dividend pay-out would seek to balance the dual objective of appropriately rewarding the shareholders through dividend and retaining profits for business needs of the Company.

The shareholder may expect dividend out of the profits of a financial year if there are adequate available profits of the Company for such financial year and such profits are not required to be retained for business needs of the Company.

The shareholders may not expect dividend for a financial year if the profits of the Company for such financial year are not adequate for payment of dividend or otherwise required to be retained for business needs of the Company.

Without prejudice to the above, subject to the provisions of the Companies Act, 2013, the rules framed thereunder and any other laws and regulations, as may be applicable:

- a) In case there are no profits or the profits are not adequate during a financial year for declaration of dividend, the Board of Directors may recommend payment of dividend, partly or fully, out of the profits of the Company for any previous financial year(s), provided such profits are not required to be retained for business needs of the Company.
- b) The Board of Directors of the Company may consider recommending payment of dividend out of free reserves of the Company in case of inadequacy of profits during a financial year, if the Board of Directors is of the opinion that:
 - i) Inadequacy of profits is of temporary nature and the Company is expected to earn profits in the next 2 to 3 financial years; and
 - ii) The amount of dividend to be declared out of the reserves is not required to be conserved for business needs of the Company.

II) The Financial parameters and internal and external factors to be considered for payment of Dividend

The financial parameters and internal and external factors to be considered by the Board of Directors while taking decision for recommendation of dividend are as under:

- a) Profitability of the Company
- b) The requirement of funds for business needs of the Company such as replacement of capital assets, expansion and / or modernisation, capital expenditure, investment in subsidiaries and joint venture(s), etc.
- c) Mergers and acquisitions
- d) Operating cash flow of the Company
- e) Debt repayment obligations of the Company
- f) Financial and other covenants agreed with the lenders / debenture trustee(s) of the Company
- g) Cost of servicing outstanding debt
- h) Cost of raising funds for the business needs of the Company
- i) Policies of the Government of India relevant for the business and operations of the Company
- j) Overall economic and business scenario
- k) Regulatory or statutory restrictions in respect of declaration or payment of dividend
- l) Taxes and levies applicable in respect of declaration / payment of dividend
- m) Requirement of funds for meeting contingent liabilities
- n) Other factors beyond control of the Management like natural calamities, fire, etc. effecting operations of the Company

III) Policy in respect of utilization of retained earnings

The retained earnings of the Company can be utilized by the Company for the following:

- a) Declaration of dividend in the manner specified above in the Policy
- b) Issue of Bonus shares
- c) Augmenting the internal resources including working capital
- d) Funding of capital expenditure and / or expansion / modernization plans of the Company
- e) Repayment of Debt

- f) Investments in subsidiaries / joint venture(s)
- g) Buy-back of shares of the Company
- h) Investment in new business(s)
- i) Any other purpose as may be determined by the Board of Directors subject to the provisions of the applicable laws

IV) Parameters to be adopted for various classes of shares

The Company has presently issued only one class of shares i.e. equity shares, without any preference or priority in respect of payment of dividend.

This Policy can be amended, modified or revised by the Board of Directors of the Company from time to time. In case any provisions of this Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

Explanatory note regarding changes in Dividend Distribution Policy

The Board of Directors of the Company had approved the Dividend Distribution Policy of the Company at its meeting held on November 12, 2016 to be effective and applicable for dividend(s) declared for the financial year 2016-17 onwards.

The Board of Directors amended the Dividend Distribution Policy, effective November 05, 2020, by incorporating the changes as per the details given below:

1. The following para has been inserted to make the Dividend Distribution Policy more specific in terms of dividend distribution out of profits of the Company:
"Subject to the parameters given below, the Company shall endeavour to maintain a total dividend pay-out ratio of about 25% (inclusive of tax on distribution of dividend in the hands of the Company, if any) of the annual standalone profits after tax of the Company."
2. The following additional factors were inserted in Para III (Policy in respect of utilization of retained earnings) in order to enable the Company to have more options for utilization of retained earnings of the Company:
"g) Buy-back of shares of the Company
h) Investment in new business(s)"

For and on behalf of Board of Directors

Place : New Delhi
Date : May 10, 2021

Rita Menon
Director

Gaurav Mathur
Managing Director

Annexure “C” to Board’s Report
CORPORATE GOVERNANCE REPORT

(1) Company’s Philosophy on Code of Governance

The Company is committed to maintain high standards of corporate governance and conducting its business with responsibility, integrity, fairness and transparency. The Company has always focused on good corporate governance practices which take into account the interests of all the stakeholders.

The Company believes that corporate governance is not limited to merely creating checks and balances but it goes beyond the practices enshrined in the laws and encompasses the basic business ethics and values that need to be adhered. The corporate governance aligns the interests of individuals, organisation and society and integrates all the participants involved in the process.

The Company works towards leveraging its resources to translate opportunities into reality and inculcate dynamism and entrepreneurship at all levels. The Company seeks to protect and facilitate the exercise of rights by the shareholders, provides timely information to them and ensures equitable treatment of all shareholders. It recognizes the rights of its stakeholders and encourages co-operation between the Company and the stakeholders and ensures timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company.

(2) Board of Directors

As on March 31, 2021, the Board of Directors of the Company comprised of ten directors including a Managing Director and a Joint Managing Director.

Out of the eight Non-Executive Directors, five are Independent Directors including two independent woman Directors. The composition of Board of Directors is appropriately balanced in terms of specialization / expertise in one or more areas. The Board of Directors takes into account the interest of all stakeholders and provides strategic guidance to the Company’s management while discharging its fiduciary responsibilities thereby ensuring that the management adheres to the high standards of ethics, transparency and disclosures.

The Non-Executive Directors bring objective and independent perspective in the decision making process of the Board of Directors as they have a wider view of external factors affecting the Company and its business. The Independent Directors have understanding of business in addition to the expertise in their area of specialization. The Company has received declaration from each of the Independent Directors of the Company confirming that he/ she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). It is confirmed that in the opinion of the Board of Directors, the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company. The Company had issued letters of appointment to the Independent Directors and the terms and conditions of their appointment have been uploaded on the website of the Company.

The shareholders of the Company, at the Annual General Meeting held on September 10, 2020, appointed Mrs. Rita Menon (DIN: 00064714) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from September 10, 2020 to September 09, 2025 and approved the appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an Independent Director of the Company for a period of 5 (five) consecutive years from December 01, 2019 to November 30, 2024.

Mr. Nimesh Nagindas Kampani (DIN: 00009071), completed his tenure as an Independent Director of the Company on September 14, 2020 and ceased to be Director of the Company with effect from September 15, 2020.

Mr. Anil Kapoor (DIN: 00032299) completed his tenure as Managing Director of the Company on April 15, 2021 and ceased to be Managing Director and Director of the Company with effect from April 16, 2021. Mr. Gaurav Mathur (DIN: 07610237) was earlier appointed as Whole Time Director designated as Joint Managing Director with effect from January 06, 2020. The Board of Directors of the Company at its meeting held on February 04, 2021, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gaurav Mathur as Managing Director of the Company for a period from April 16, 2021 to January 05, 2025, not liable to retire by rotation, subject to approval of shareholders of the Company.

During the Financial Year 2020-21, no Independent Director had resigned before the expiry of his/her tenure.

The Company has obtained a certificate from a company secretary in practice confirming that none of the Directors on the Board of Directors of the Company 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 statutory authority. A copy of the said certificate is attached as **Annexure “F”** to the Board’s Report.

Mr. Saroj Kumar Poddar (DIN: 00008654), Director is retiring by rotation at the forthcoming Annual General Meeting scheduled to be held on Thursday, September 16, 2021 and being eligible has offered himself for re-appointment.

The brief resume and other requisite details of the Directors proposed to be appointed/ re- appointed shall be given in the notice of ensuing Annual General Meeting.

In pursuance of the Listing Regulations, the chart setting out the core skills / expertise/ competencies identified by the Board of Directors as required by it in the context of the Company’s business and sector for it to function effectively and those actually available with the Board of Directors and the names of directors who have such skills / expertise / competencies are as under:

| Name of Director | Skills/ Expertise / Competencies | | | |
|------------------------------------|---|------------------------|-----------------------------------|---------------------|
| | Corporate Governance and Legal Compliance | Accounting and Finance | Leadership and General Management | Industry Experience |
| Mr. Saroj Kumar Poddar | √ | √ | √ | √ |
| Mr. Pradeep Jyoti Banerjee | √ | | √ | √ |
| Mr. Shyam Sunder Bhartia | √ | √ | √ | √ |
| Mr. Anil Kapoor* | √ | | √ | √ |
| Mr. Gaurav Mathur | √ | | √ | √ |
| Mr. Vivek Mehra | √ | √ | √ | |
| Mrs. Rita Menon | √ | √ | √ | |
| Mr. Chandra Shekhar Nopany | √ | √ | √ | √ |
| Ms. Radha Singh | √ | | √ | |
| Mr. Marco Philippos Ardeshir Wadia | √ | | √ | |

*Ceased to be Managing Director and Director with effect from April 16, 2021.

(3) Meetings and Attendance

The meetings of the Board of Directors are generally held at the Corporate Office of the Company at "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi - 110025. The Company provides facility of video conferencing to facilitate the Directors to participate in the Board meetings. The meetings of the Board of Directors are scheduled in such a manner that it coincide with the announcement of quarterly/annual financial results. Additional Board meetings are convened depending upon the business requirements. As and when required, the resolutions are also passed by circulation as permitted by law. During the Financial Year 2020-21, five Board meetings were held on May 23, 2020, July 29, 2020, August 12, 2020, November 05, 2020 and February 04, 2021. The gap between two consecutive Board meetings did not exceed one hundred and twenty days.

The composition of the Board of Directors, attendance of the Directors at the Annual General Meeting held on September 10, 2020, and meetings of the Board of Directors of the Company held during the Financial Year 2020-21 and number of other directorships of the Directors as well as their membership / chairpersonship of the Committees of the Board of Directors of other Indian public limited companies as on March 31, 2021, are as follows:

| Name of Director | Category of Director | Whether Attended Last Annual General Meeting | Number of Board Meetings attended | Number of other Directorships | Membership of Committees of other Board of Directors | |
|--|----------------------|--|-----------------------------------|-------------------------------|--|----------------|
| | | | | | Chairperson | Member |
| Mr. Saroj Kumar Poddar | NED/PG | Yes | 5 | 11 | 0 | 0 |
| Mr. Pradeep Jyoti Banerjee | NED/ID | Yes | 5 | 4 | 0 | 5 |
| Mr. Shyam Sunder Bhartia | NED/PG | Yes | 5 | 15 | 0 | 2 |
| Mr. Nimesh Nagindas Kampani (Ceased to be Director with effect from 15.09.2020) | NED/ID | Yes | 3 | Not Applicable | Not Applicable | Not Applicable |
| Mr. Anil Kapoor (Ceased to be Managing Director and Director with effect from 16.04.2021) | MD | Yes | 5 | 2 | 0 | 0 |
| Mr. Gaurav Mathur | ED | Yes | 5 | 0 | 0 | 0 |
| Mr. Vivek Mehra | NED/ID | Yes | 5 | 11 | 3 | 3 |
| Mrs. Rita Menon (Appointed with effect from 10.09.2020) | NED/ID | Not Applicable | 2 | 3 | 0 | 4 |
| Mr. Chandra Shekhar Nopany | NED/PG | Yes | 5 | 8 | 2 | 0 |
| Ms. Radha Singh | NED/ID | Yes | 5 | 0 | 0 | 0 |
| Mr. Marco Philippos Ardeshir Wadia | NED/ID | Yes | 5 | 13 | 4 | 4 |

ID - Independent Director, ED- Executive Director, MD - Managing Director, NED - Non-Executive Director, PG - Promoter Group

Notes:

- (i) Other directorships given above excludes directorships in foreign companies.

(ii) In accordance with Regulation 26 of the Listing Regulations, memberships / chairpersonships of only Audit Committee and Stakeholders Relationship Committee of other Indian public limited companies have been considered.

(iii) The aforesaid Directors are not relatives of each other (as defined under the Companies Act, 2013 and Rules thereunder).

During the year under review, the Independent Directors held a separate meeting in pursuance of applicable statutory and regulatory provisions.

Names of the other listed entities in which Directors of the Company are directors and category of directorships as on March 31, 2021, are as follows:

| S. No. | Name of the Company | Category of Directorship |
|---|---|-----------------------------|
| Mr. Saroj Kumar Poddar | | |
| 1. | Texmaco Infrastructure & Holdings Limited | Non-Executive Chairman |
| 2. | Texmaco Rail & Engineering Limited | Executive Chairman |
| 3. | Zuari Agro Chemicals Limited | Non-Executive Chairman |
| 4. | Zuari Global Limited | Non-Executive Chairman |
| Mr. Pradeep Jyoti Banerjee | | |
| 1. | Gabriel India Limited | Independent - Non-Executive |
| 2. | Jubilant Ingrevia Limited | Independent - Non-Executive |
| 3. | Whirlpool of India Limited | Independent - Non-Executive |
| Mr. Shyam Sunder Bhartia | | |
| 1. | Jubilant Foodworks Limited | Non-Executive Chairman |
| 2. | Jubilant Pharmova Limited | Non-Executive Chairman |
| 3. | Jubilant Ingrevia Limited | Non-Executive Chairman |
| Mr. Vivek Mehra | | |
| 1. | Digicontent Limited | Independent - Non-Executive |
| 2. | DLF Limited | Independent - Non-Executive |
| 3. | Havells India Limited | Independent - Non-Executive |
| 4. | HT Media Limited | Independent - Non-Executive |
| 5. | Jubilant Pharmova Limited | Independent - Non-Executive |
| 6. | Zee Entertainment Enterprises Limited | Independent - Non-Executive |
| Mrs. Rita Menon | | |
| 1. | Mangalore Chemicals and Fertilisers Limited | Independent - Non-Executive |
| Mr. Chandra Shekhar Nopany | | |
| 1. | Avadh Sugar & Energy Limited | Non-Executive Director |
| 2. | Magadh Sugar & Energy Limited | Non-Executive Chairman |
| 3. | New India Retailing & Investment Limited | Non-Executive Chairman |
| 4. | Ronson Traders Limited | Non-Executive Director |
| 5. | SIL Investments Limited | Non-Executive Chairman |
| 6. | Sutlej Textiles and Industries Limited | Executive Chairman |
| Mr. Marco Philippus Ardeshir Wadia | | |
| 1. | Gobind Sugar Mills Limited | Independent - Non-Executive |
| 2. | Josts Engineering Company Limited | Independent - Non-Executive |
| 3. | Stovec Industries Limited | Independent - Non-Executive |
| 4. | Zuari Agro Chemicals Limited | Independent - Non-Executive |
| 5. | Zuari Global Limited | Independent - Non-Executive |

Mr. Anil Kapoor, Mr. Gaurav Mathur and Ms. Radha Singh are not holding any directorship in any other listed entity.

(4) Board Meeting Agenda

The annual calendar of the meetings of the Board of Directors is normally shared by the Company with the Directors in the beginning of the year. Further, the notices of Board meetings are given well in advance to all the Directors. The Directors are provided agenda setting out the business to be transacted at the meeting, with well-structured and comprehensive notes on agenda, to enable them to take informed decisions. Agenda papers are circulated at least seven days prior to the date of the meeting. Additional/ supplementary items are taken up with the permission of Chairperson and requisite consent of the Directors. Where it is not practicable to attach any document to the agenda, the same is circulated/ placed in the meeting.

(5) Committees of the Board of Directors

The Board of Directors has constituted various committees with specific terms of reference to ensure timely and effective working of the Board of Directors and the Company in addition to comply with the provisions of the Companies Act, 2013, Rules framed thereunder, Listing Regulations and other applicable regulations, guidelines, circulars and notifications of the Securities and Exchange Board of India ("SEBI"). There are eight Committees of the Board of Directors, which have been delegated requisite powers to discharge their roles & responsibilities and business of the Company. These Committees are - (i) Audit Committee; (ii) Corporate Social Responsibility Committee; (iii) Nomination and Remuneration Committee; (iv) Stakeholders Relationship Committee; (v) Risk Management Committee; (vi) Banking and Finance Committee; (vii) Project Monitoring Committee; and (viii) Strategy Committee. The Committees meet as often as required and the minutes of meetings of these Committees are also circulated to the Board of Directors.

The brief description of terms of reference and composition of these Committees is as follows:

5.1 Audit Committee

(i) Terms of reference:

The terms of reference of the Audit Committee are in accordance with section 177 of the Companies Act, 2013 and the Listing Regulations. It also discharges such other functions as may be delegated by the Board of Directors from time to time. The terms of reference of the Audit Committee, inter-alia, include oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; recommending the appointment, remuneration and terms of appointment of auditors of the Company; approval of payment for any other services rendered by the statutory auditors; reviewing with the management and examination of the annual financial statements and the auditor's report thereon before submission to the Board of Directors for approval; reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval; review and monitor the auditor's independence and performance and effectiveness of audit process; approval or any subsequent modification of transactions with related parties including omnibus approval for related party transactions; scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the Company, wherever necessary; evaluation of internal financial controls and risk management systems; reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems; reviewing the adequacy of internal audit function; formulation, in consultation with the internal auditor, the scope, functioning, periodicity and methodology for conducting the internal audit; discussion with internal auditors of any significant findings and follow up thereon; reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors; discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern; look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors; reviewing the functioning of whistle blower mechanism; approval of appointment of Chief Financial Officer; reviewing the financial statements, in particular, the investments made by the unlisted subsidiary; reviewing the utilization of loans and/ or advances from/investment by the Company in a subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments; and reviewing compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and to verify that the systems for internal control are adequate and are operating effectively.

The Audit Committee is also required to review the management discussion and analysis of financial condition and results of operations, statement of significant related party transactions, management letters / letters of internal control weaknesses issued by the statutory auditors, internal audit reports, appointment, removal and terms of remuneration of the chief internal auditor and such other matters / information as prescribed under applicable law.

In addition to the above, the Audit Committee reviews the contracts entered into by the Company related to traded products valuing more than a particular amount as prescribed by the Board of Directors, the contracts entered in the register maintained under Section 189 of the Companies Act, 2013 and status of material claims filed against the Company.

(ii) Composition:

As on March 31, 2021, the Audit Committee comprised of three Independent Directors. All members of the Audit Committee are financially literate and Mr. Vivek Mehra, being Chartered Accountant, is having accounting and financial management expertise. The Company Secretary is the secretary of the Committee. The permanent invitees include Managing Director, Joint Managing Director, Chief Financial Officer, Internal Auditor and representatives of Auditors. Further, the cost auditor and other

executives of the Company are invited in the Audit Committee meetings, as and when required. The Chairman of the Audit Committee was present at the last Annual General Meeting. The Audit Committee met four times during the Financial Year 2020-21 on May 23, 2020, July 28, 2020, November 05, 2020, and February 04, 2021 and the attendance of members at the meetings was as follows:

| Name of the Member | Status | Category | Number of Meetings attended |
|------------------------------------|----------|----------------------|-----------------------------|
| Mr. Marco Philippus Ardeshir Wadia | Chairman | Independent Director | 4 |
| Mr. Nimesh Nagindas Kampani* | Member | Independent Director | 2 |
| Mr. Vivek Mehra | Member | Independent Director | 4 |
| Ms. Radha Singh | Member | Independent Director | 4 |

*Ceased to be member of the Audit Committee with effect from September 15, 2020.

5.2 Corporate Social Responsibility Committee

(i) Terms of reference:

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

(ii) Composition:

As on March 31, 2021, the Corporate Social Responsibility Committee comprised of three Directors. The Committee met twice during the Financial Year 2020-21 on May 23, 2020 and February 04, 2021 and the attendance of members at the meetings was as follows:

| Name of the Member | Status | Category | Number of Meetings attended |
|----------------------------|----------|------------------------|-----------------------------|
| Mr. Chandra Shekhar Nopany | Chairman | Non-Executive Director | 2 |
| Mr. Anil Kapoor | Member | Managing Director | 2 |
| Ms. Radha Singh | Member | Independent Director | 2 |

Mr. Anil Kapoor ceased to be member of the Corporate Social Responsibility Committee with effect from April 16, 2021 and Mr. Gaurav Mathur appointed as member thereof with effect from the said date.

5.3 Nomination and Remuneration Committee

(i) Terms of reference:

The terms of reference of the Nomination and Remuneration Committee are in accordance with the provisions of the Companies Act, 2013, Listing Regulations and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. It discharges such other functions as may be delegated by the Board of Directors from time to time.

The role of the Nomination and Remuneration Committee includes formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel and other employees of the Company; formulation of criteria for evaluation of performance of Directors including Independent Directors and the Board of Directors; specifying the manner for effective evaluation of performance of the Board of Directors, its committees and individual Directors of the Company to be carried out either by the Board of Directors or by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance; devising a policy on diversity of Board of Directors; identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal; recommending to the Board of Directors all remuneration, in whatever form, payable to senior management of the Company; and determining whether to extend or continue the term of appointment of an Independent Director of the Company, on the basis of the report of performance evaluation of Independent Directors of the Company.

The Nomination and Remuneration Committee is also authorised to superintend and administer the Employees Stock Option Scheme(s) of the Company including CFCL Employees Stock Option Scheme 2010.

The performance evaluation parameters / criteria for Independent Directors, as determined by the Nomination and Remuneration Committee, include level of participation in decision making process, understanding of Company's business and industry, ensuring adequacy and functionality of vigil mechanism, communicating inter-se with members of the Board of Directors and senior management, striving to safeguard the interest of all stakeholders in particular the minority shareholders, ensuring that adequate deliberations are held before approving related party transactions and assuring themselves that the same are in the interest of the Company, etc.

(ii) **Composition:**

The Nomination and Remuneration Committee comprises of three Directors. The Committee met three times during the Financial Year 2020-21 on May 23, 2020, August 12, 2020 and February 04, 2021 and the attendance of members at the meetings was as follows:

| Name of the Member | Status | Category | Number of Meetings attended |
|------------------------------------|-------------|------------------------|-----------------------------|
| Ms. Radha Singh | Chairperson | Independent Director | 3 |
| Mr. Chandra Shekhar Nopany | Member | Non-Executive Director | 3 |
| Mr. Marco Philippus Ardeshir Wadia | Member | Independent Director | 3 |

5.4 Stakeholders Relationship Committee

(i) **Terms of reference:**

The terms of reference of the Stakeholders Relationship Committee are in accordance with the provisions of Companies Act, 2013 and the Listing Regulations. It discharges such other functions as may be delegated by the Board of Directors from time to time. The role of the Stakeholders Relationship Committee includes resolving the grievances of the security holders of the Company; issue of duplicate certificates for securities of the Company; deciding the dates of book closure/ record date in respect of shares and other securities issued by the Company; review of measures taken for effective exercise of voting rights by shareholders; review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent of the Company; review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and approve, from time to time, issue of new share certificates and transfer / transmission of shares to Investor Education and Protection Fund Authority or any other statutory body or authority, as may be applicable, and all other matters allied or incidental thereto, in pursuance of the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

In order to provide quick service to investors and expedite the process of transfers, the Board of Directors had delegated sufficient powers to the Company's executives to deal with various matters including transfer of shares, transmission of shares, etc.

(ii) **Composition:**

As on March 31, 2021, the Stakeholders Relationship Committee comprised of three Directors. The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting. The Committee met four times during the Financial Year 2020-21 on May 23, 2020, July 28, 2020, November 02, 2020 and February 04, 2021 and the attendance of members at the meetings was as follows:

| Name of the Member | Status | Category | Number of Meetings attended |
|------------------------------------|-------------|----------------------|-----------------------------|
| Ms. Radha Singh | Chairperson | Independent Director | 4 |
| Mr. Anil Kapoor | Member | Managing Director | 4 |
| Mr. Marco Philippus Ardeshir Wadia | Member | Independent Director | 4 |

Mr. Anil Kapoor ceased to be member of the Stakeholders Relationship Committee with effect from April 16, 2021 and Mr. Gaurav Mathur appointed as member thereof with effect from the said date.

(iii) **Name, designation and address of Compliance Officer**

Mr. Rajveer Singh

Vice President - Legal & Secretary

Chambal Fertilisers and Chemicals Limited

"Corporate One", First Floor,

5, Commercial Centre, Jasola,

New Delhi -110 025

Telephone : 91 11 41697900

Fax : 91 11 40638679

E-mail : complianceofficer@chambal.in

(iv) **Shareholders' complaints received and solved during the Financial Year:**

The Company had 1,46,172 shareholders as on March 31, 2021. During the Financial Year 2020-21, the status of investor complaints was as follows:

| No. of Investor Complaints | | | |
|--------------------------------------|----------|---|------------------------------|
| Opening Balance as on April 01, 2020 | Received | Solved to the satisfaction of investors | Pending as on March 31, 2021 |
| 3 | 508 | 510 | 1* |

*since redressed

5.5 Risk Management Committee

(i) Terms of reference:

The terms of reference of the Risk Management Committee are in accordance with the provisions of the Listing Regulations. It discharges such other functions as may be delegated by the Board of Directors from time to time. The terms of reference of the Committee include review of all business risks; finalise the Risk Management Policy; monitor and review risk management plan of the Company including cyber security; and dealing with and handling all other matters as may be prescribed in the Risk Management Policy of the Company.

(ii) Composition:

As on March 31, 2021, the Risk Management Committee comprised of four Directors. The Committee met two times during the Financial Year 2020-21 on July 28, 2020 and February 03, 2021 and the attendance of members at the meetings was as follows:

| Name of the Member | Status | Category | Number of Meetings attended |
|---------------------------------------|----------|---|-----------------------------|
| Mr. Shyam Sunder Bhartia [§] | Chairman | Non-Executive Director | Not Applicable |
| Mr. Vivek Mehra* | Chairman | Independent Director | 2 |
| Mr. Pradeep Jyoti Banerjee** | Member | Independent Director | 2 |
| Mr. Anil Kapoor | Member | Managing Director | 2 |
| Mr. Gaurav Mathur** | Member | Joint Managing Director (Managing Director with effect from April 16, 2021) | 2 |

[§]Ceased to be Member of the Risk Management Committee with effect from May 23, 2020.

*Designated as Chairman of the Risk Management Committee with effect from May 23, 2020.

**Appointed as Member of the Risk Management Committee with effect from May 23, 2020.

Mr. Anil Kapoor ceased to be member of the Risk Management Committee with effect from April 16, 2021.

5.6 Banking and Finance Committee

(i) Terms of reference:

The Banking and Finance Committee was formed to approve avilment of various types of finances and any other specific matters delegated by the Board of Directors of the Company from time to time.

(ii) Composition:

As on March 31, 2021, the Banking and Finance Committee comprised of four Directors. No meeting of the Banking and Finance Committee was held during the Financial Year 2020-21. The composition of the Committee as on March 31, 2021 was as follows:

| Name of the Member | Status | Category |
|----------------------------|----------|------------------------|
| Mr. Shyam Sunder Bhartia | Chairman | Non-Executive Director |
| Mr. Anil Kapoor | Member | Managing Director |
| Mr. Vivek Mehra | Member | Independent Director |
| Mr. Chandra Shekhar Nopany | Member | Non-Executive Director |

Mr. Anil Kapoor ceased to be member of the Banking and Finance Committee with effect from April 16, 2021 and Mr. Gaurav Mathur appointed as member thereof with effect from the said date.

5.7 Project Monitoring Committee

(i) Terms of reference:

The Project Monitoring Committee was formed to review progress of various projects of the Company.

(ii) Composition:

As on March 31, 2021, the Project Monitoring Committee comprised of three Directors. No meeting of the Project Monitoring Committee was held during the Financial Year 2020-21. The composition of the Committee as on March 31, 2021 was as follows:

| Name of the Member | Status | Category |
|----------------------------|----------|------------------------|
| Mr. Chandra Shekhar Nopany | Chairman | Non-Executive Director |
| Mr. Anil Kapoor | Member | Managing Director |
| Ms. Radha Singh | Member | Independent Director |

Mr. Anil Kapoor ceased to be member of the Project Monitoring Committee with effect from April 16, 2021 and Mr. Gaurav Mathur appointed as member thereof with effect from the said date.

5.8 Strategy Committee

(i) Terms of reference:

The terms of reference of the Strategy Committee include evaluation of non-core businesses of the Company from time to time, appointment of legal, tax, financial and other consultants and determine the scope of their services and terms of appointment and to recommend to the Board of Directors suitable option(s) pertaining to any of these businesses.

(ii) Composition:

As on March 31, 2021, the Strategy Committee comprised of three Directors. No meeting of the Strategy Committee was held during the Financial Year 2020-21. The composition of the Committee as on March 31, 2021 was as follows:

| Name of the Member | Status | Category |
|------------------------------------|----------|------------------------|
| Mr. Marco Philippus Ardeshir Wadia | Chairman | Independent Director |
| Mr. Shyam Sunder Bhartia | Member | Non-Executive Director |
| Mr. Anil Kapoor | Member | Managing Director |

Mr. Anil Kapoor ceased to be member of the Strategy Committee with effect from April 16, 2021 and Mr. Gaurav Mathur appointed as member thereof with effect from the said date.

(6) Details of remuneration paid to Directors during the Financial Year 2020-21

6.1 Executive Directors

(Amount in Rs.)

| Name | Designation | Salary | Performance Bonus | Value of Perquisites as per Income Tax Act, 1961 | Others - Retirement Benefits & Other Perquisites** |
|-------------------|-------------------------|-------------|--------------------------|--|--|
| Mr. Anil Kapoor | Managing Director | 4,52,22,822 | 2,15,00,000 | 79,20,131* | 29,32,563 |
| Mr. Gaurav Mathur | Joint Managing Director | 2,84,12,004 | 1,00,00,000 [§] | 16,88,743 | 17,39,781 |

* Including Rs. 22,11,580 pertaining to perquisite value of stock options exercised during the Financial Year 2020-21.

§ Initial performance bonus paid during the Financial Year 2020-21.

**The liabilities for the gratuity, leave, post-retirement medical benefits, long service award scheme and settlement allowance are provided on an actuarial basis and determined for the Company as a whole rather than for each of the individual employees. Accordingly, the said liabilities cannot be ascertained separately for individual employees, hence not included, except for the amount actually paid.

Notes:

- Mr. Anil Kapoor completed his tenure as Managing Director of the Company on April 15, 2021. Accordingly, he ceased to be the Managing Director and Director of the Company with effect from April 16, 2021.
- Mr. Gaurav Mathur was earlier appointed as Joint Managing Director of the Company for a period of 5 years with effect from January 06, 2020. Subject to the approval of the shareholders of the Company, the Board of Directors, at its meeting held on February 04, 2021, appointed Mr. Gaurav Mathur as Managing Director of the Company for a period from April 16, 2021 to January 05, 2025, not liable to retire by rotation. The term of appointment of Mr. Gaurav Mathur can be terminated by either party by giving ninety days' written notice to other party.
- No sitting fee or severance fee is payable to Mr. Anil Kapoor or Mr. Gaurav Mathur.
- The performance bonus payable by the Company to Mr. Anil Kapoor and Mr. Gaurav Mathur is determined by the Board of Directors considering the recommendation of the Nomination and Remuneration Committee based on the performance of the Company, industry trends and other relevant factors. During the Financial Year 2020-21, the initial performance bonus of Rs. 1,00,00,000 was paid to Mr. Gaurav Mathur as per terms of his appointment.
- The Company had granted 150,000 stock options to Mr. Anil Kapoor during the Financial Year 2010-11. Each option is convertible into one equity share of Rs. 10 of the Company. The stock options were granted at the market price i.e. the latest available closing price on the stock exchanges where the shares of the Company are listed, prior to the date of the meeting of the committee in which the options were granted. The details of vesting of stock options are as under:

| Date of Vesting | No. of Options |
|-----------------|-----------------|
| 16.09.2011 | 22,500 |
| 16.09.2012 | 22,500 |
| 16.09.2013 | 30,000 |
| 16.09.2014 | 37,500 |
| 16.09.2015 | 37,500 |
| Total | 1,50,000 |

Mr. Anil Kapoor had exercised 1,11,000 stock options till March 31, 2021 and 39,000 stock options were outstanding. The outstanding stock options can be exercised within 3 (three) years from the date of retirement or before the expiry of the exercise period i.e. 8 (eight) years from the vesting date, whichever is earlier.

6.2 Non - Executive Directors

The Company paid sitting fee for attending the meetings of the Board of Directors and its committees to its Non-Executive Directors @ Rs.50,000 per Board meeting and Audit Committee meeting and Rs. 15,000 per meeting of other Committees of the Board of Directors. The shareholders of the Company, at the Annual General Meeting held on September 10, 2020, had approved payment of commission to Non-Executive Directors of the Company during the period of 5 financial years commencing from April 01, 2020 subject to the aggregate limit of one percent of the net profits of the Company in any financial year and the commission payable to a Non-Executive Director not to exceed Rs. 10,00,000 per financial year. In pursuance of the approval of the shareholders and considering the recommendations of the Nomination and Remuneration Committee, the Board of Directors determined the commission payable to individual Directors for the Financial Year 2020-21 based on the criteria of time devoted and contribution made by individual Directors, in the affairs of the Company. In case of Directors who have served for part of the year, the commission is payable on pro-rata basis.

The details of sitting fee paid and commission payable to the Directors are as follows:

| S. No. | Name of the Director | Sitting Fee Paid (Rs.) | Commission payable for the Financial Year 2020-21 (Rs.) |
|--------|------------------------------------|------------------------|---|
| 1. | Mr. Saroj Kumar Poddar | 2,50,000 | 10,00,000 |
| 2. | Mr. Pradeep Jyoti Banerjee | 2,80,000 | 10,00,000 |
| 3. | Mr. Nimesh Nagindas Kampani* | 2,50,000 | 4,57,534 |
| 4. | Mr. Vivek Mehra | 4,80,000 | 10,00,000 |
| 5. | Mrs. Rita Menon [§] | 1,00,000 | 5,56,164 |
| 6. | Mr. Chandra Shekhar Nopany | 3,25,000 | 10,00,000 |
| 7. | Ms. Radha Singh | 5,85,000 | 10,00,000 |
| 8. | Mr. Marco Philippus Ardeshir Wadia | 5,55,000 | 10,00,000 |

*Ceased to be Director with effect from September 15, 2020 §Appointed as Director with effect from September 10, 2020

Mr. Shyam Sunder Bhartia opted out from receiving any sitting fee and commission. There was no other pecuniary relationship or transaction with the Non-Executive Directors.

(7) Board Diversity Policy

A diverse Board of Directors is imperative in view of globalization of business, rapid deployment of technology, greater social responsibility, ever increasing emphasis on corporate governance and increasing need for risk management. Having members of the Board of Directors from different fields enable the Company to keep pace with changing business dynamics and provide financial, reputational and qualitative benefits. The Board of Directors had adopted "Board Diversity Policy" which sets out the basic guidelines to constitute a diverse Board of Directors that can, inter alia, draw upon a range of perspectives, experience and knowledge.

(8) Performance Evaluation

In pursuance of the provisions of the Companies Act, 2013 and Listing Regulations, the Company has laid down a Performance Evaluation Policy. The said policy prescribed in detail the process for effective evaluation of performance of the Board of Directors, the Committees thereof, individual Directors and the Chairman of the Company. The Nomination and Remuneration Committee ("NRC") had finalized the proformas / questionnaires containing different parameters to evaluate the performance of Board of Directors and its committees, individual Directors and the Chairman of the Company.

As per the Performance Evaluation Policy of the Company, the evaluation of performance of the Board of Directors as a whole, committees of the Board of Directors, individual Directors and Chairman of the Company was carried out for the Financial Year 2020-21. The Independent Directors in their separate meeting carried out the evaluation of the Board of Directors as a whole, Chairman of the Company and Non-Independent Directors. The Independent Directors have briefed the Board of Directors about performance evaluation by Independent Directors of the Company.

Based on the responses to the questionnaires received from the Directors and considering the evaluations carried out by Independent Directors, the Board of Directors evaluated its own performance and that of its committees and individual Directors including Independent Directors.

(9) Vigil Mechanism/ Whistle Blower Policy

The Company has a Whistle Blower Policy for establishing vigil mechanism for Directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud, violation of the Company's "Code of Conduct and Ethics" or leak of Unpublished Price Sensitive Information of the Company. The Directors and employees are not only encouraged but required to report their genuine concerns and grievances under the Whistle Blower Policy. The vigil mechanism under the Whistle Blower Policy provides adequate safeguard against victimization of the Directors and the employees who avail of the mechanism and also provides for direct access to Chairman of the Audit Committee in appropriate or exceptional cases. No personnel was denied access to the Audit Committee during the Financial Year 2020-21. The Whistle Blower Policy is available on the website of the Company at the weblink: <http://chambalfertilisers.com/pdf/Whistle-Blower-Policy.pdf>.

(10) Related Party Transactions

During the Financial Year 2020-21, there were no materially significant transactions with related parties that may have potential conflict with the interest of the Company at large. The Company has formulated a policy on dealing with related party transactions which has been uploaded on the website of the Company and can be accessed at the weblink: <http://www.chambalfertilisers.com/pdf/Policy-on-Related-Party-Transactions.pdf>.

(11) Fees paid to Auditors and firms / entities in its network

The details of total fee paid/payable by the Company for the Financial Year 2020-21 to M/s. Price Waterhouse Chartered Accountants LLP, Auditors are as under:

| Particulars | Amount* (Rs. in Crore) |
|---|------------------------|
| Audit Fee (including limited review of quarterly results) | 0.65 |
| Tax Audit Fee | 0.06 |
| Fees for issue of various certificates | 0.21 |
| Out of pocket expenses | 0.03 |
| Total | 0.95 |

*The fees is exclusive of taxes.

The Company had not paid any fees to any entity in the network firm of the Auditor or to any network entity of which Auditor is a part. No fees was paid/payable by the Company's subsidiaries to M/s. Price Waterhouse Chartered Accountants LLP, Auditors or the entities in the network firm/ network entities of which the Auditor is a part, during the Financial Year 2020-21.

(12) Credit Ratings

The details of the Credit Ratings assigned to the Company as on March 31, 2021 are as under:

| Type of Facility/ Programme | Amount (Rs. in Crore) | Credit Rating by CRISIL Ratings Limited | Credit Rating by ICRA Limited |
|---|----------------------------|---|-------------------------------|
| Commercial Paper Programme | 4500.00 (Refer Note below) | CRISIL A1+ | [ICRA] A1+ |
| Bank Loan Facilities (Long Term Rating) | 8573.56 (Refer Note below) | CRISIL AA/Positive | - |
| Bank Loan Facilities (Short Term Rating) | 3800.00 (Refer Note below) | CRISIL A1+ | - |

Notes:

- CRISIL Limited and ICRA Limited had enhanced the rating amount for its Commercial Paper Programme from Rs. 3500 Crore to Rs. 4500 Crore vide their letters dated June 30, 2020 and July 02, 2020 respectively.
- CRISIL Ratings Limited had re-affirmed the Long Term Rating for the revised amount of bank loan facilities of the Company from Rs.6148.56 Crore to Rs. 8573.56 Crore and Short Term Rating for bank loan facilities of the Company from Rs. 4175 Crore to Rs. 3800 Crore vide its letter dated January 30, 2021. CRISIL Ratings Limited, vide its letter dated February 12, 2021, had revised the credit rating outlook for Long Term Rating from CRISIL AA/Stable to CRISIL AA/Positive for bank loan facilities of Rs. 8573.56 Crore. Further, CRISIL Ratings Limited has upgraded the Long Term Rating for the Bank Loan Facilities of Rs. 8573.56 Crore from CRISIL AA /Positive to CRISIL AA+/ Stable vide its letter dated April 14, 2021.
- CRISIL Limited vide its letter dated June 30, 2020 had withdrawn the credit rating of FAA+/Stable assigned to Fixed Deposits of the Company as the Company was not having any outstanding Fixed Deposits.

(13) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

13.1 Commodity Risk

(i) Risk Management Policy of the Company with respect to commodities

SEBI vide its circular dated November 15, 2018 pertaining to disclosure regarding commodity risk has prescribed that all listed entities shall make uniform disclosures regarding commodity risk and hedging activities in the Corporate Governance Report section of the Annual Report. The disclosure pertaining to exposure and commodity risks may apply only for those commodities where the exposure of the Company in the particular commodity is material. As per Risk Management Policy of the Company approved by the Board of Directors, for the purpose of the above disclosure, the exposure of the Company in a particular commodity shall be considered material if the total expenditure on such commodity exceeds 10% of the total expenses of the Company, as per the last audited financial statements of the Company.

As per the above policy, the Company is having material exposure in following commodities:

- Di-Ammonium Phosphate; and
- Natural Gas.

The mitigating factors in respect of commodity risk are described below in para 13.1(iii) hereof.

(ii) **Exposures of the Company to aforesaid commodities and commodity risks faced by the Company throughout the Financial Year 2020-21**

- a. Total exposure of the Company to aforesaid commodities - Rs. 7394.78 Crore
b. Exposure of the Company to the aforesaid commodities is as under:

| Commodity Name | Exposure in INR towards the particular commodity (Rs. in Crore) | Exposure in Quantity terms towards the particular commodity | % of such exposure hedged through commodity derivatives | | | | Total |
|-----------------------|---|---|---|----------|----------------------|----------|-------|
| | | | Domestic Market | | International Market | | |
| | | | OTC | Exchange | OTC | Exchange | |
| Di-Ammonium Phosphate | 2883.45 | 11,63,189 MT | NIL | NIL | NIL | NIL | NIL |
| Natural Gas | 4511.33 | 2093.28 Million Standard Cubic Meters | NIL | NIL | NIL | NIL | NIL |

(iii) **Commodity Risks faced by the Company during the Financial Year 2020-21 and how they have been managed**

Di-Ammonium Phosphate (DAP) is a fertiliser imported by the Company for supply in its marketing territory. The prices of DAP may fluctuate due to demand-supply scenario, outage of plants, fluctuation in prices of raw materials, etc. The Company takes following steps to mitigate the risks pertaining to fluctuation in prices of DAP:

- (a) Dynamic sourcing strategy and review of demand and supply on regular basis;
(b) No long term commitments; and
(c) Constant review of market conditions including costing of competitors.

The Company did not enter into any transactions to hedge the risk pertaining to fluctuation in prices of DAP.

Natural Gas is the major raw material for manufacture of Urea. The prices of natural gas are mostly linked to international crude oil prices and vary with the fluctuation in the prices of crude oil, demand supply pattern, etc. The part of the natural gas quantity required by the Company has also been purchased at fixed price. As per the guidelines for pooling of gas in fertilizer (Urea) sector issued by the Government of India, the natural gas is available to the Urea manufacturers at uniform price. The cost of natural gas is considered appropriately by the Government of India while determining subsidy on Urea payable to the Company. Hence, the fluctuation in prices of natural gas does not have much impact on the Company. The Company did not enter into any transaction for hedging the fluctuations in the prices of natural gas.

13.2 Foreign Exchange Risk

The foreign exchange risk of the Company arises mainly out of import of fertilisers and foreign currency borrowings.

The long term borrowings of the Company comprises of External Commercial Borrowings/ Foreign Currency Term Loans availed for financing of third Urea plant of the Company at Gadepan ("Gadepan-III Plant"). The repayment of these borrowings had commenced during the Financial Year 2019-20. The payment of subsidy on Urea produced and sold from Gadepan-III Plant is governed by New Investment Policy - 2012 of the Government of India. The revenue of the Company from Gadepan-III Plant is linked to US Dollars in terms of New Investment Policy 2012. Accordingly, the Company has natural cover against fluctuation of foreign exchange rates and did not enter into transactions to hedge foreign exchange risk in respect of aforesaid foreign currency borrowings.

In order to mitigate the foreign exchange risk in respect of imported fertilisers, the Company continuously monitors its foreign exchange exposure and hedges its foreign exchange risk in this regard, to the extent considered necessary, through forward contracts and option structures. As on March 31, 2021, the major portion of foreign exchange exposure of the Company in respect of imported fertilisers was hedged by the Company through foreign exchange hedging transactions. The details of foreign currency risk and hedging activities are also given in the Notes to Financial Statements.

(14) Shareholding of Directors as on March 31, 2021

| Name | Number of Shares held |
|------------------------------------|-----------------------|
| Mr. Saroj Kumar Poddar | 7,06,128 |
| Mr. Pradeep Jyoti Banerjee | NIL |
| Mr. Shyam Sunder Bhartia | NIL |
| Mr. Anil Kapoor | 59,000 |
| Mr. Gaurav Mathur | NIL |
| Mr. Vivek Mehra | NIL |
| Mrs. Rita Menon | NIL |
| Mr. Chandra Shekhar Nopany* | 3,23,775 |
| Ms. Radha Singh | NIL |
| Mr. Marco Philippus Ardeshir Wadia | 6,000 |

* Apart from 3,23,775 equity shares mentioned above, Chandra Shekhar Nopany as Karta of C S Nopany was holding 2,40,100 equity shares, Chandra Shekhar Nopany as Trustee of Shruti Family Trust was holding 1,000 equity shares and Chandra Shekhar Nopany as Trustee of Shekhar Family Trust was holding 1,40,01,000 equity shares of the Company as on March 31, 2021.

(15) General Body Meetings

15.1 The last three Annual General Meetings of the Company were held as under:

| Financial year | Date | Time | Location |
|----------------|------------|------------|---|
| 2019-20 | 10.09.2020 | 1030 Hours | Through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and deemed venue: Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN – 325 208 |
| 2018-19 | 28.09.2019 | 1030 Hours | Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208 |
| 2017-18 | 18.09.2018 | 1030 Hours | |

15.2 The Company had taken shareholders' approval by way of special resolutions in the previous three annual general meetings, as per the details given below:

| Date of Annual General Meeting | Nature of approval |
|--------------------------------|--|
| September 10, 2020 | Approval for continuation of Mr. Saroj Kumar Poddar as a Director of the Company, after he attains the age of seventy-five (75) years. |
| September 18, 2018 | Approval of the borrowing powers/limits of the Board of Directors of the Company. |

Shareholders' approval by way of special resolution was not sought for any matter in the Annual General Meeting held on September 28, 2019.

15.3 Shareholders' approval through postal ballot was not sought for any matter during the Financial Year 2020-21.

There is no immediate proposal for passing a resolution through postal ballot. In case a resolution is proposed to be passed through postal ballot, the procedure of postal ballot and other requisite details shall be provided in the postal ballot notice.

(16) Disclosures

- 16.1 No penalties or strictures have been imposed on the Company by stock exchanges or SEBI or any other statutory authority in any matter related to capital markets during the last three years, for non-compliance by the Company.
- 16.2 The Company is fully compliant with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable and compliance reports on Corporate Governance in the requisite formats, have been submitted to the concerned stock exchanges within the prescribed time.
- 16.3 The Company has formulated a "Policy for determining Material Subsidiaries" which is available on the website of the Company (www.chambalfertilisers.com) and can be accessed at the weblink: <http://www.chambalfertilisers.com/pdf/Policy-for-determining-Material-Subsidiary.pdf>.
- 16.4 The "Dividend Distribution Policy" is attached as Annexure "B" to the Board's Report. This policy has been uploaded on the website of the Company (www.chambalfertilisers.com) and can be accessed at the weblink: <http://www.chambalfertilisers.com/pdf/Final-Dividend-Distribution-Policy.pdf>.
- 16.5 The details of familiarization programmes imparted to Independent Directors are available on the website of the Company and can be accessed at the weblink: <http://chambalfertilisers.com/pdf/Familiarization-Prog-Indep-Directors-2020-21.pdf>.
- 16.6 The Company has complied with the mandatory requirements relating to Corporate Governance as prescribed in the Listing Regulations.
- 16.7 The Company has adopted the following discretionary requirements under Regulation 27(1) of the Listing Regulations relating to:
- Maintenance of the office of Non-Executive Chairman at the Company's expense; and
 - Unmodified audit opinion on financial statements of the Company.
- 16.8 All the recommendations made by the committees of the Board of Directors during the Financial Year 2020-21 were accepted by the Board of Directors.
- 16.9 No complaint was filed with the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the Financial Year ended March 31, 2021. Further, no complaint was pending with the Company as at the beginning and end of the Financial Year 2020-21 under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

(17) Means of Communication

- 17.1 The Company regularly interacts with the shareholders through multiple channels of communication such as publication of financial results on quarterly, half-yearly and annual basis in the national and vernacular dailies (such as Mint, Economics Times, Navbharat Times, Rajasthan Patrika and Dainik Bhaskar), Annual Report, e-mails and the Company's website.
- 17.2 The quarterly financial results, shareholding patterns, corporate governance reports, intimation of Board meetings, etc. are filed with the stock exchanges through NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre.
- The quarterly results are also posted on the website of the Company at www.chambalfertilisers.com. The investors can also find on this website the Annual Reports, various policies of the Company, details of unpaid dividend, composition of various committees of the Board of Directors, terms and conditions for appointment of Independent Directors, details of various services being provided

to investors, guidance and procedure to be followed by the investors for transfer, transmission and transposition of the securities, de-materialisation of shares, details of shares to be transferred to Investor Education and Protection Fund, etc.

17.3 The transcripts of earning calls with the investors / analysts, presentation to analysts/ investors and official news releases, if any, are uploaded on the website of the Company.

17.4 Management Discussion and Analysis Report forms part of the Board's Report.

(18) Code of Conduct and Ethics

The Company had adopted Code of Conduct and Ethics which is available on the website of the Company (www.chambalfertilisers.com). The object of the Code of Conduct and Ethics is to conduct the Company's business ethically and with responsibility, integrity, fairness, transparency and honesty.

This Code of Conduct and Ethics sets out a policy for one's conduct in dealing with the Company, fellow directors and employees and with the external environment in which the Company operates.

The declaration given by Managing Director of the Company affirming compliance of the Code of Conduct and Ethics by the Directors and Senior Management Personnel of the Company during the Financial Year 2020-21 is enclosed as **Annexure "D"** to Board's Report.

(19) General Shareholders' Information

19.1 36th Annual General Meeting

Venue : 36th Annual General Meeting will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and deemed venue shall be Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN – 325 208

Time : 10.30 A.M. Indian Standard Time

Day & Date : Thursday, September 16, 2021

19.2 Financial Year : April to March

19.3 Tentative Financial Calendar

| Event | Date |
|---|---------------------|
| Audited Annual Results (Financial Year 2020-21) | May 10, 2021 |
| Mailing of Annual Report* | August 2021 |
| First Quarter Results | Early August 2021 |
| Half Yearly Results | Early November 2021 |
| Third Quarter Results | Late January 2022 |
| Audited Annual Results (Financial Year 2021-22) | May 2022 |

* In compliance with the Circular no. 20/2020 dated May 05, 2020 read with Circular no. 14/2020 dated April 08, 2020, Circular no. 17/2020 dated April 13, 2020 and Circular no. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, the Annual Report for the Financial Year 2020-21 and notice of 36th Annual General Meeting of the Company will be sent only through emails registered with the Company or with the depository participants / Depositories. These documents will also be available on the website of the Company at www.chambalfertilisers.com.

19.4 Book Closure

The register of members and share transfer books of the Company shall remain closed from Wednesday, August 25, 2021 to Thursday, August 26, 2021 (both days inclusive) for the purpose of payment of final dividend on equity shares, if declared at the forthcoming Annual General Meeting.

19.5 Dividend Payment Date

The Board of Directors declared an interim dividend of Rs. 3.00 (30%) per equity share of Rs. 10 each of the Company during the Financial Year 2020-21, which was paid on November 23, 2020. The Board of Director recommended final dividend of Rs. 4.50 (45%) per equity share of Rs. 10 each of the Company for the Financial Year 2020-21, which, if declared by the shareholders, shall be paid on September 21, 2021.

19.6 Listing on Stock Exchanges and Stock codes

The names and addresses of the stock exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

| S. No. | Name of the Stock Exchange | Stock Code |
|--------|---|------------|
| 1. | BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | 500085 |
| 2. | National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 | CHAMBLFERT |

The Company has paid annual listing fees for the Financial Year 2021-22 to BSE and NSE.

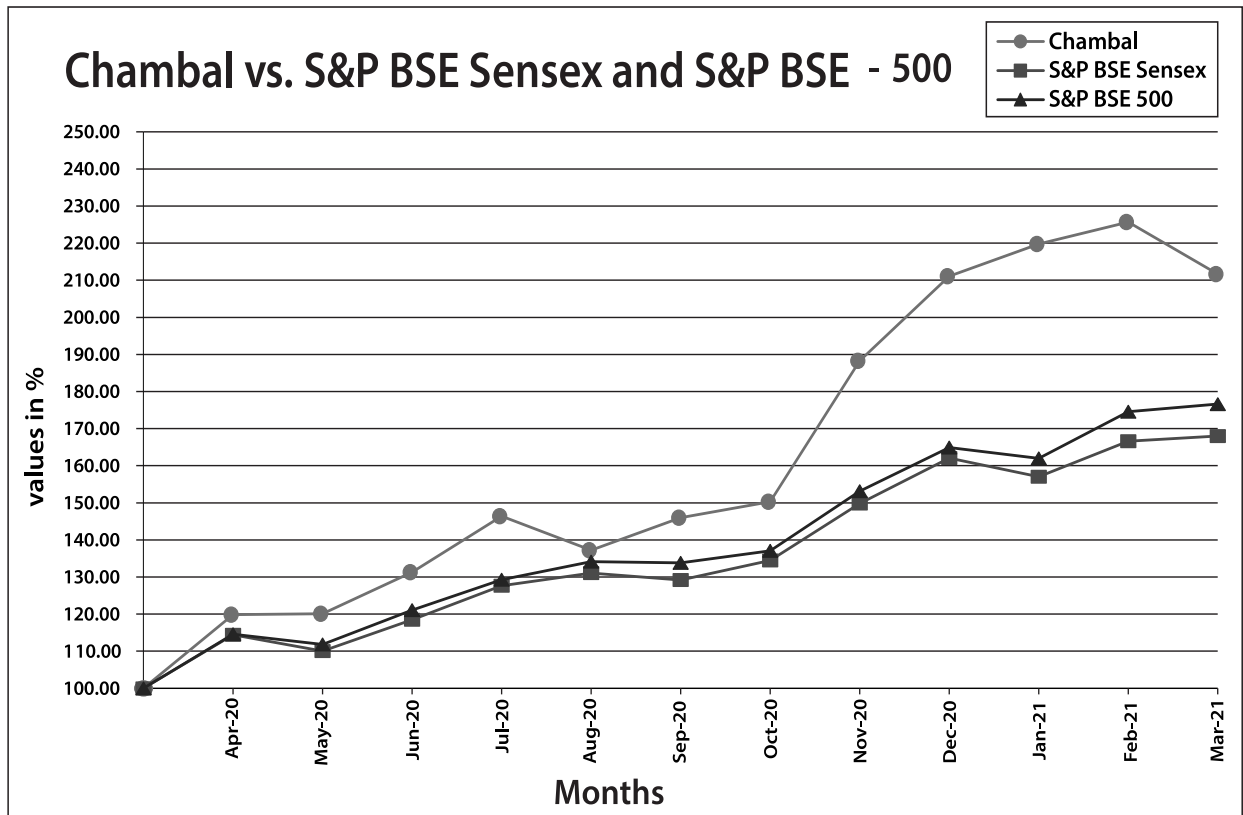
19.7 Market Price Data

High and low of market prices of the Company's equity shares traded on BSE and NSE during the Financial Year 2020-21 were as follows:

(Amount in Rs.)

| Month | BSE | | NSE | |
|-----------------|--------|--------|--------|--------|
| | High | Low | High | Low |
| April, 2020 | 140.00 | 103.35 | 139.90 | 103.20 |
| May, 2020 | 144.90 | 125.00 | 145.00 | 124.55 |
| June, 2020 | 153.35 | 133.60 | 153.00 | 133.65 |
| July, 2020 | 173.15 | 142.00 | 172.95 | 142.10 |
| August, 2020 | 162.00 | 147.10 | 162.00 | 147.05 |
| September, 2020 | 159.20 | 133.35 | 159.40 | 133.25 |
| October, 2020 | 174.40 | 157.50 | 174.45 | 157.65 |
| November, 2020 | 204.90 | 156.15 | 205.00 | 156.05 |
| December, 2020 | 243.00 | 194.05 | 242.80 | 194.00 |
| January, 2021 | 247.95 | 220.65 | 248.00 | 220.50 |
| February, 2021 | 267.00 | 227.00 | 267.00 | 200.35 |
| March, 2021 | 264.45 | 207.30 | 264.50 | 207.00 |

19.8 Performance of equity share of the Company (Chambal) in comparison to S&P BSE Sensex and S&P BSE 500 on the basis of closing values:



The base of 100 is taken to be the closing price of shares at BSE and values of indices, as on March 31, 2020.

19.9 Registrar & Transfer Agents and Share Transfer System

M/s. Zuari Finserv Limited is your Company's Share Transfer Agent. The communications regarding shares, dividends, change of address, etc., may be addressed to:

M/s. Zuari Finserv Limited

"Corporate One", First Floor,
5, Commercial Centre,
Jasola, New Delhi - 110 025

Tel : 011-41616619, 46581300

Fax : 011 - 40638679

E-mail : rta@adventz.zuarimoney.com

The dematerialized shares are directly transferred to the beneficiaries by the Depositories.

The Share Transfer Agent has an online computerized system for transfer of shares in physical form. The designated officials of the Company are authorised to approve transfer of shares after they are processed by the Share Transfer Agent. Average time normally taken in transfer of shares is around 2 working days from the date of receipt of the request. In pursuance of Regulation 40 of Listing Regulations, except in case of transmission or transposition of shares, the processing of requests for effecting transfer of shares held in physical form has been discontinued with effect from April 01, 2019. SEBI vide its press release dated March 27, 2019 clarified that the transfer deed(s) once lodged prior to deadline of April 01, 2019 and rejected/ returned due to deficiency in the documents may be re-lodged for transfer even after April 01, 2019. SEBI vide its circular dated September 07, 2020 has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds. Further, SEBI has directed to issue the shares, which are re-lodged for transfer, only in demat mode.

19.10 Address for Correspondence:

The Investors can personally contact or send their correspondence either to Share Transfer Agent at the aforesaid address or at the Company's Investor Service Centre at the following address:

Chambal Fertilisers and Chemicals Limited

Investor Service Centre

"Corporate One", First Floor,
5, Commercial Centre,
Jasola, New Delhi - 110 025

Tel : 011 - 41697900

Fax : 011 - 40638679

E-mail : isc@chambal.in

Website : www.chambalfertilisers.com

19.11 Dematerialisation of Shares and Liquidity

The Equity Shares of the Company are compulsorily traded in dematerialised form and the Company has signed agreements with both the Depositories i.e. National Securities Depositories Limited and Central Depository Services (India) Limited. As on March 31, 2021, about 96.51% of the total equity share capital of the Company was held in dematerialised form.

19.12 Details of Unpaid Dividend

The details of amount lying in the unpaid dividend accounts of the Company are as under:

| Dividend Year | Amount lying in Unpaid Dividend Account as on March 31, 2021 (in Rs.) | Due date for transfer to Investor Education and Protection Fund ("IEPF") |
|------------------------------|---|--|
| 2013-2014 | 1,74,07,091.85 | 19.10.2021 |
| 2014-2015 | 1,85,63,897.65 | 18.10.2022 |
| 2015-2016 | 1,87,36,293.87 | 25.10.2023 |
| 2016-2017 | 1,95,97,777.98 | 15.10.2024 |
| 2017-2018 | 1,40,27,613.49 | 21.10.2025 |
| 2018-2019 | 1,35,63,991.16 | 28.10.2026 |
| 2019-2020 (Interim Dividend) | 3,02,83,396.41 | 07.04.2027 |
| 2020-2021 (Interim Dividend) | 1,77,86,583.14 | 06.12.2027 |

Pursuant to Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the dividend, which remains unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to IEPF. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred by the Company to the demat account of IEPF Authority.

During the Financial Year ended March 31, 2021, the Company has transferred unpaid dividend of Rs. 1,72,49,936 for the Financial Year 2012-13 to IEPF and also transferred 5,76,172 equity shares to the demat account of IEPF Authority in respect of which the dividend has been unpaid/ unclaimed for the last seven years. 49,34,012 equity shares of the Company were lying in the demat Account of IEPF Authority as on March 31, 2021.

19.13 Transfer of shares in Unclaimed Suspense Account

The Company has transferred to the 'Unclaimed Suspense Account' the unclaimed equity shares which were issued in physical form from time to time. The details of such unclaimed shares are as under:

| Particulars | No. of Shareholders | No. of Shares |
|--|---------------------|---------------|
| Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on April 1, 2020 | 241 | 1,12,758 |
| Number of shareholders who approached Company for transfer of shares from Unclaimed Suspense Account during the Financial Year 2020-21 | 1 | 110 |
| Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the Financial Year 2020-21 | 1 | 110 |
| Shares transferred to IEPF during the Financial Year 2020-21 | 233 | 1,07,148 |
| Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on March 31, 2021 | 7 | 5,500 |

The voting rights on the shares outstanding in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares claims the shares.

19.14 Distribution of Shareholding and Shareholding Pattern

The distribution of shareholding as on March 31, 2021 was as follows:

| S. No. | No. of Equity Shares held | No. of Share Holders | Percentage of total Shareholders | No. of Shares held | Percentage of total shares |
|--------|---------------------------|----------------------|----------------------------------|---------------------|----------------------------|
| 1 | 1 to 500 | 1,28,708 | 88.06 | 1,77,24,273 | 4.26 |
| 2 | 501 to 1000 | 9,596 | 6.56 | 82,59,177 | 1.98 |
| 3 | 1001 to 5000 | 6,467 | 4.42 | 1,40,98,277 | 3.39 |
| 4 | 5001 to 10000 | 708 | 0.48 | 52,45,584 | 1.26 |
| 5 | 10001 to 100000 | 564 | 0.39 | 1,51,15,108 | 3.64 |
| 6 | 100001 to 500000 | 69 | 0.05 | 1,72,49,745 | 4.14 |
| 7 | 500001 & above | 60 | 0.04 | 33,85,15,688 | 81.33 |
| | Total | 1,46,172 | 100.00 | 41,62,07,852 | 100.00 |

Shareholding Pattern as on March 31, 2021 was as under:

| S. No. | Category | No. of shares held | Shareholding (%) |
|--------|-----------------------------|---------------------|------------------|
| 1 | Promoter and Promoter Group | 25,13,17,665 | 60.38 |
| 2 | Institutions | 9,39,90,037 | 22.58 |
| 3 | Non Institutions | 7,03,19,150 | 16.90 |
| 4 | Non-Promoter- Non Public | 5,81,000 | 0.14 |
| | Total | 41,62,07,852 | 100.00 |

The details of top ten shareholders of the Company as on March 31, 2021 were as under:

| S. No. | Name | No. of shares* | % of issued share capital |
|--------|--|----------------|---------------------------|
| 1 | The Hindustan Times Limited | 5,93,71,221 | 14.26 |
| 2 | Zuari Global Limited | 5,90,15,360 | 14.18 |
| 3 | SIL Investments Limited | 3,33,43,455 | 8.01 |
| 4 | HDFC Trustee Company Ltd. A/c HDFC Balanced Advantage Fund and its Associate Funds | 2,67,08,128 | 6.42 |
| 5 | DSP Small Cap Fund and its Associate Funds | 1,99,80,483 | 4.80 |
| 6 | Earthstone Holding (Two) Private Limited | 1,47,95,077 | 3.55 |
| 7 | Chandra Shekhar Nopany (Trustee of Shekhar Family Trust) | 1,40,01,000 | 3.36 |
| 8 | Earthstone Investment & Finance Limited | 84,24,515 | 2.02 |
| 9 | Yashovardhan Investment & Trading Co. Ltd. | 77,24,500 | 1.86 |
| 10 | Ronson Traders Limited | 69,29,000 | 1.66 |

*Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder

19.15 Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity -NIL

19.16 Location of the Plants

Fertiliser Plants : Gadepan, District Kota, Rajasthan, India, PIN – 325 208.

For and on behalf of Board of Directors

Place : New Delhi
Date : May 10, 2021

Rita Menon
Director

Gaurav Mathur
Managing Director

**Annexure "D" to Board's Report
DECLARATION OF MANAGING DIRECTOR**

In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Gaurav Mathur, Managing Director of Chambal Fertilisers and Chemicals Limited, declare that the members of Board of Directors and senior management personnel of the Company have affirmed their compliance with the Code of Conduct and Ethics of the Company during the financial year 2020-21.

Place : New Delhi
Date : May 10, 2021

Gaurav Mathur
Managing Director

Annexure "E" to Board's Report
Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Chambal Fertilisers and Chemicals Limited

We have examined the compliance of conditions of Corporate Governance by Chambal Fertilisers and Chemicals Limited ("the Company"), for the year ended March 31, 2021, as stipulated in the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (hereinafter referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For and on behalf of
Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Place : New Delhi
Date : May 10, 2021

Pramit Agrawal
Partner
Membership No: 099903
UDIN : 21099903AAAAEP9651

Annexure "F" to Board's Report

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Chambal Fertilisers and Chemicals Limited
(CIN: L24124RJ1985PLC003293)
Gadepan, District Kota,
Rajasthan, PIN – 325208

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Chambal Fertilisers and Chemicals Limited (CIN L24124RJ1985PLC003293)** having its Registered Office at **Gadepan, District Kota, Rajasthan, PIN – 325208** (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this certificate, in pursuance of the provisions of Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary by us and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of Directors of the Company stated below, for the financial year ended March 31, 2021, 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:

| S. No. | Name of the Director | Director Identification Number (DIN) | Date of Appointment in the Company |
|--------|------------------------------------|--------------------------------------|------------------------------------|
| 1. | Mr. Saroj Kumar Poddar | 00008654 | 13/02/1995 |
| 2. | Mr. Nimesh Nagindas Kampani* | 00009071 | 15/09/2017 |
| 3. | Mr. Shyam Sunder Bhartia | 00010484 | 13/02/1995 |
| 4. | Mr. Chandra Shekhar Nopany | 00014587 | 16/09/2008 |
| 5. | Mr. Anil Kapoor | 00032299 | 16/02/2007 |
| 6. | Mr. Vivek Mehra | 00101328 | 18/09/2018 |
| 7. | Mr. Marco Philippus Ardeshir Wadia | 00244357 | 11/04/2000 |
| 8. | Ms. Radha Singh | 02227854 | 21/10/2009 |
| 9. | Mr. Pradeep Jyoti Banerjee | 02985965 | 01/12/2019 |
| 10. | Mr. Gaurav Mathur | 07610237 | 06/01/2020 |
| 11. | Mrs. Rita Menon | 00064714 | 10/09/2020 |

*Mr. Nimesh Nagindas Kampani ceased to be a Director of the Company with effect from September 15, 2020.

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

**For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE16100
Peer Review No. : 734 / 2020**

Place : New Delhi
Date : 10-05-2021
UDIN : F005123C000264129

**CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095**

Annexure "G" to Board's Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2020-21

| | | | | | | | | | | | | | |
|----|---|--|---|---|---------------------------------|-----------------|---|---|---|--|--|--|---------------------------------|
| 1. | Brief outline on CSR Policy of the Company. | <p>The Corporate Social Responsibility Policy ("CSR Policy") of the Company outlines the aim and objective behind the Corporate Social Responsibility ("CSR") projects / programmes of the Company and includes the guiding principles for selection, implementation and monitoring of CSR activities of the Company as well as formulation of the annual action plan.</p> <p>CSR Policy also contains the CSR activities to be undertaken by the Company which covers the areas of Education including Technical and Vocational Education, Rural Development, Healthcare and Sanitation, Employability and Empowerment, Environmental Sustainability, Animal Welfare and Soil Health, Disaster Management, etc. The CSR Policy also allows the Company to make contribution(s) to the Prime Minister's National Relief Fund or any other fund set up by the Central Government from time to time.</p> | | | | | | | | | | | |
| 2. | Composition of CSR Committee: | | | | | | | | | | | | |
| | Sl. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | | | | Number of meetings of CSR Committee attended during the year | | | | | |
| | 1 | Mr. Chandra Shekhar Nopany | Chairman / Non-Executive Director | 2 | | | | 2 | | | | | |
| | 2 | Mr. Anil Kapoor | Member / Executive Director | 2 | | | | 2 | | | | | |
| | 3 | Ms. Radha Singh | Member / Independent Director | 2 | | | | 2 | | | | | |
| | <p>Note: Mr. Anil Kapoor ceased to be Managing Director of the Company and member of the Corporate Social Responsibility Committee with effect from April 16, 2021 and Mr. Gaurav Mathur appointed as Managing Director of the Company and member of the Corporate Social Responsibility Committee from the said date.</p> | | | | | | | | | | | | |
| 3. | Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. | | | http://www.chambalfertilisers.com/csroverview | | | | | | | | | |
| 4. | Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy), Rules, 2014, if applicable (attach the report). | | | Not Applicable for the Financial Year 2020-21 | | | | | | | | | |
| 5. | Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any | | | | | | | | | | | | |
| | Sl.No. | Financial year | Amount available for set-off from preceding financial years (in Rs.) | | | | Amount required to be set-off for the financial year, if any (in Rs.) | | | | | | |
| | | | NIL | | | | | | | | | | |
| 6. | Average net profit of the company as per section 135(5). | | | Rs. 979.08 crore | | | | | | | | | |
| 7. | (a) Two percent of average net profit of the company as per section 135(5) | | | Rs. 19.58 crore | | | | | | | | | |
| | (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. | | | Nil | | | | | | | | | |
| | (c) Amount required to be set off for the financial year, if any | | | Nil | | | | | | | | | |
| | (d) Total CSR obligation for the financial year (7a+7b- 7c). | | | Rs. 19.58 crore | | | | | | | | | |
| 8. | (a) CSR amount spent or unspent for the financial year: | | | | | | | | | | | | |
| | Total Amount Spent for the Financial Year. (in Rs.) | | Amount Unspent (in Rs.) | | | | | | | | | | |
| | Rs. 19.65 crore | | Total Amount transferred to Unspent CSR Account as per section 135(6). | | | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | | | | | |
| | Not Applicable | | Amount | | Date of transfer | | Name of the Fund | | Amount | | Date of transfer | | |
| | Not Applicable | | Not Applicable | | Not Applicable | | Not Applicable | | Not Applicable | | Not Applicable | | |
| | (b) Details of CSR amount spent against ongoing projects for the financial year: | | | | | | | | | | | | |
| | (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) | |
| | Sl. No. | Name of the Project. | Item from the list of activities in Schedule VII to the Act | Local area (Yes / No). | Location of the project. | | Project duration. | Amount allocated for the project (in Rs.). | Amount spent in the current financial Year (in Rs.). | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.). | Mode of Implementation - Direct (Yes / No). | Mode of Implementation – Thorough Implementing Agency | |
| | | | | | State | District | | | | | | Name | CSR Registration number. |
| | Not Applicable | | | | | | | | | | | | |

| (c) Details of CSR amount spent against other than ongoing projects for the financial year: | | | | | | | | | |
|---|---|--|----------------------|--------------------------|--------------------|--|---|---|--------------------------|
| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act. | Local area (Yes/No). | Location of the project. | | Amount spent for the project (in Rs. crore). | Mode of implementation – Direct (Yes / No). | Mode of implementation – Through implementing agency. | |
| | | | | State. | District. | | | Name. | CSR registration number. |
| 1. | a) Pre – primary & School Education (Project Akshar) | Promoting education including special education and employment enhancing vocational skills | Yes | Rajasthan | Kota and Baran | 2.315 | No | K K Birla Memorial Society | CSR00003240 |
| | | | No | Uttarakhand | Dehradun | 0.025 | | | |
| | | | Yes | Rajasthan | Kota | 1.400 | | | |
| | b) Technical and Vocational Education (Project Saksham) | Yes | Rajasthan | Kota, Baran and Jhalawar | 2.550 | No | K K Birla Memorial Society | CSR00003240 | |
| 2. | Rural Development Initiatives (Project Saakar) | Rural Development Projects | Yes | Rajasthan | Kota and Baran | 4.490 | No | KK Birla Memorial Society | CSR00003240 |
| 3. | Healthcare and Sanitation Initiatives (Project Arogya) | Promoting Health care including preventive health care, sanitation and availability of safe drinking water | Yes | Rajasthan | Kota and Baran | 0.470 | No | KK Birla Memorial Society | CSR00003240 |
| | | | No | Uttarakhand | Dehradun and Tehri | 0.300 | | | |
| 4. | Employability and Empowerment (Project Pragati) | Empowerment of Women, reducing inequality faced by socially and economically backward groups | Yes | Rajasthan | Kota and Baran | 0.510 | No | KK Birla Memorial Society | CSR00003240 |
| 5. | Environmental, Sustainability, Animal Welfare, and Soil Health Initiative (Project Bhoomi) | Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry and maintaining quality of soil, air and water | Yes | Rajasthan | Kota and Baran | 0.787 | Yes | - | - |
| | | | No | Uttar Pradesh | Agra and Budaun | 0.623 | | | |
| 6. | Contribution to the Prime Minister's National Relief Fund or any other fund setup by the Central Government | Contribution to the Prime Minister's National Relief Fund or any other Fund set up by the Central Government for socio economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women | - | - | - | 5.000 | Yes | - | - |
| 7. | Disaster Management | Disaster management including relief, rehabilitation and reconstruction activities | Yes | Rajasthan | Kota and Baran | 0.577 | No | KK Birla Memorial Society | CSR00003240 |
| | | | No | Haryana | Karnal | 0.003 | | | |
| TOTAL | | | | | | 19.05 | | | |

| | | | | | | | | | | |
|-----|---|--|---|--|--|---|--|--|--|--|
| | (d) | Amount spent in Administrative Overheads | Rs. 0.60 crore | | | | | | | |
| | (e) | Amount spent on Impact Assessment, if applicable | Nil | | | | | | | |
| | (f) | Total amount spent for the Financial Year (8b+8c+8d+8e) | Rs. 19.65 crore | | | | | | | |
| | (g) | Excess amount for set off, if any | | | | | | | | |
| | | Sl. No. | Particular | | | | | | | |
| | | | Amount (in Rs. crore) | | | | | | | |
| | (i) | Two percent of average net profit of the company as per section 135(5) | 19.58 | | | | | | | |
| | (ii) | Total amount spent for the Financial Year | 19.65 | | | | | | | |
| | (iii) | Excess amount spent for the financial year [(ii)-(i)] | 0.07 | | | | | | | |
| | (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil | | | | | | | |
| | (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 0.07 | | | | | | | |
| 9. | (a) | Details of Unspent CSR amount for the preceding three financial years: | | | | | | | | |
| | | Sl. No. | Preceding Financial Year. | Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.) | Amount spent in the reporting Financial Year (in Rs.). | Amount transferred to any fund specified under Schedule VII as per section 135 (6), if any. | Amount remaining to be spent in succeeding financial years. (in Rs.) | | | |
| | | | | | | Name of the Fund | Amount (in Rs.). | Date of transfer. | | |
| | | 1. | Financial Year 2019-20 | Nil | Nil | - | Nil | - | | |
| | | 2. | Financial Year 2018-19 | Nil | Nil | - | Nil | - | | |
| | | 3. | Financial Year 2017-18 | Nil | Nil | - | Nil | - | | |
| | | | TOTAL | Nil | Nil | - | Nil | - | | |
| | (b) | Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): | | | | | | | | |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| | | Sl. No. | Project ID. | Name of the Project. | Financial Year in which the project was commenced. | Project duration. | Total amount allocated for the project (in Rs.) | Amount spent on the project in the reporting Financial Year (in Rs.) | Cumulative amount spent at the end of reporting Financial Year. (in Rs.) | Status of the project – Completed / Ongoing. |
| | | Not Applicable | | | | | | | | |
| 10. | In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset – wise details). | | | | | | | | | |
| | (a) | Date of creation or acquisition of the capital asset(s). | December 22, 2020 | | | | | | | |
| | (b) | Amount of CSR spent for creation or acquisition of capital asset. | Rs. 10,01,000.00 including Goods and Service Tax | | | | | | | |
| | (c) | Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. | Project Director (Agronomy) Command Area Development NANTA Farm, Tehsil Ladpura, Distt Kota – Rajasthan PIN 324008 | | | | | | | |
| | (d) | Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). | Tractor with farm implements Address – Project Director (Agronomy) Command Area Development NANTA Farm, Tehsil Ladpura Distt Kota – Rajasthan PIN 324008 | | | | | | | |
| 11. | Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5). | | | | | | | | | |
| | Not Applicable | | | | | | | | | |

Date : May 10, 2021

Gaurav Mathur
Managing Director

Chandra Shekhar Nopany
Chairman – Corporate Social Responsibility Committee

Annexure "H" to Board's Report

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021

[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,

Chambal Fertilisers and Chemicals Limited

CIN: L24124RJ1985PLC003293

Gadepan, District Kota,

Rajasthan, PIN – 325208

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chambal Fertilisers and Chemicals Limited** (hereinafter referred as 'the Company'), having its Registered Office at Gadepan, District Kota, Rajasthan, PIN - 325208. 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, 2021**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2021** 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**Not Applicable as the Company has not issued further share capital during the financial year under review**];
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not Applicable as the Company has not issued any debt securities during the financial year under review**];
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [**Not Applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the financial year under review**]; and
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 [**Not Applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year under review**].
- VI. Other Laws applicable specifically to the Company are as follows:
 - (a) The Essential Commodities Act, 1955;
 - (b) The Fertilisers (Control) Order, 1985;
 - (c) The Fertiliser (Movement Control) Order, 1973;
 - (d) The Insecticides Act, 1968 and The Insecticides Rules, 1971 and Insecticides (Price, Stock Display and Submission of Reports) Order, 1986;

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

1. Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

-
-
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.
 3. General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or other audio-visual means (OAVM).
 4. Notification No. G.S.R 186 (E) dated March 19, 2020 read with Notification No. G.S.R 395 (E) dated June 23, 2020 issued by the Ministry of Corporate Affairs to conduct the Meetings of the Board or its committees through Video Conferencing (VC) or other audio-visual means (OAVM).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, circulars, notifications, etc. mentioned above.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman 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(s) were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors 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, if any, are captured and recorded as part of the minutes.
- As per the records, the Company filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.

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 including labour laws and other General Laws.

We further report that during the audit period, the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

1. the shareholders of the Company at the Annual General Meeting held on September 10, 2020 appointed Mrs. Rita Menon (DIN: 00064714) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from September 10, 2020 to September 09, 2025;
2. the Board of Directors at its meeting held on February 4, 2021 appointed Mr. Gaurav Mathur (DIN: 07610237) as a Managing Director of the Company for a period from April 16, 2021 to January 05, 2025, subject to approval of the shareholders of the Company; and
3. the Board of Directors of the Company at its meeting held on November 05, 2020 declared interim dividend of Rs. 3 (i.e. 30%) per equity share of Rs. 10 each of the Company for the Financial Year 2020-21.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE16100
Peer Review No. : 734 / 2020

Place : New Delhi
Date : 10-05-2021
UDIN : F005123C000264140

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Note: This report is to be read with 'Annexure' attached herewith and forms an integral part of this report.

To,
The Members,
Chambal Fertilisers and Chemicals Limited
(CIN: L24124RJ1985PLC003293)
Gadepan, District Kota,
Rajasthan, PIN – 325208

Our Secretarial Audit Report of even date, for the financial year ended March 31, 2021 is to be read along with this letter:

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

**For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE16100
Peer Review No. : 734 / 2020**

**Place : New Delhi
Date : 10-05-2021
UDIN : F005123C000264140**

**CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095**

Annexure "I" to Board's Report

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

[Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) Conservation of Energy:

(i) The steps taken or impact on Conservation of Energy

Replacement of Ammonia Refrigerant Condenser with better Metallurgy (Duplex) in Ammonia - II plant.

(ii) The steps taken by the Company for utilising alternate sources of energy

None

(iii) The capital investment on energy conservation equipment

The total capital investment on the above mentioned energy saving scheme was Rs. 7.01 Crore during the Financial Year 2020-21.

(B) Technology Absorption:

(i) The efforts made towards technology absorption

Installation of Vibro-priller in Urea-III plant.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

Improvement in quality of Urea as it will maintain uniformity in Urea prill size and reduce Urea prill temperature.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

| The details of technology imported | The year of import | Whether the technology been fully absorbed | If not fully absorbed, areas where absorption has not taken place, and the reasons thereof |
|---|--|--|--|
| The Company had commenced commercial production from New Urea Plant at Gadepan, District Kota, Rajasthan ("Gadepan-III Plant") with effect from January 1, 2019. Gadepan-III Plant is more energy efficient and consumes less natural resources. Gadepan-III Plant is based on imported technology which mainly includes Purifier Ammonia Process of KBR, Inc., USA, CO ² Removal Process of BASF SE, Germany and Urea Synthesis Process of Toyo Engineering Corporation, Japan. | The construction of Gadepan-III Plant commenced during the Financial Year 2016-17 and it was commissioned during the Financial Year 2018-19. | Yes | Not Applicable |
| Installation of vortex mixer in the Urea reactor of Urea-I plant. | 2019-20 | Yes | Not Applicable |

(iv) The expenditure incurred on Research and Development

The Company is a manufacturing company and is not engaged in any major Research and Development activity. However, the Company continuously makes efforts to improve the quality of the products and efficiency and reliability of its plants.

(C) Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

Foreign Exchange earned : Rs. 27.08 Crore
 Foreign Exchange outgo : Rs. 3718.01 Crore

For and on behalf of Board of Directors

Place : New Delhi
 Date : May 10, 2021

Rita Menon
 Director

Gaurav Mathur
 Managing Director

Annexure "J" to Board's Report
A) Information pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year 2020-21 and the percentage increase in remuneration of each Director, Managing Director, Joint Managing Director, Chief Financial Officer and Company Secretary in the Financial Year 2020-21:

| Name | Designation | Ratio of remuneration of each director to the median remuneration of the employees of the Company | Increase/ (Decrease) in Remuneration (%) |
|------------------------------------|-------------------------|---|--|
| Mr. Saroj Kumar Poddar | Non-Executive Chairman | 1.12 | 56.25 |
| Mr. Pradeep Jyoti Banerjee | Independent Director | 1.15 | 304.21 |
| Mr. Shyam Sunder Bhartia | Non-Executive Director | - | - |
| Mr. Nimesh Nagindas Kampani | Independent Director | 0.63 | (16.76) |
| Mr. Anil Kapoor | Managing Director | 69.58 | 16.10 |
| Mr. Gaurav Mathur | Joint Managing Director | 37.53 | 315.59 |
| Mr. Vivek Mehra | Independent Director | 1.33 | 47.26 |
| Mrs. Rita Menon | Independent Director | 0.59 | Not Applicable |
| Mr. Chandra Shekhar Nopany | Non-Executive Director | 1.19 | 43.24 |
| Ms. Radha Singh | Independent Director | 1.42 | 29.39 |
| Mr. Marco Philippus Ardeshir Wadia | Independent Director | 1.39 | 37.61 |
| Mr. Abhay Bajjal | Chief Financial Officer | Not Applicable | 56.38 |
| Mr. Rajveer Singh | Company Secretary | Not Applicable | 23.16 |

Notes:

- (a) Mr. Pradeep Jyoti Banerjee appointed as an Independent Director with effect from December 01, 2019. Accordingly, the sitting fee / commission paid to Mr. Pradeep Jyoti Banerjee during the Financial Year 2019-20 pertains to part of the year, hence not comparable with the sitting fee / commission paid / payable during the Financial Year 2020-21.
- (b) Mr. Shyam Sunder Bhartia opted out from receiving any commission and sitting fee.
- (c) Mr. Nimesh Nagindas Kampani ceased to be Director with effect from September 15, 2020.
- (d) Remuneration of Mr. Anil Kapoor for the Financial Years 2019-20 and 2020-21 includes Rs. 69,84,688 and Rs. 87,56,580, respectively, towards perquisite value of employee stock options exercised and leave encashment. The increase in remuneration without considering such perquisite value of employee stock options and leave encashment works out to 15.02%.
- (e) Mr. Gaurav Mathur was appointed as Joint Managing Director with effect from January 06, 2020. Accordingly, the remuneration paid to Mr. Gaurav Mathur during the Financial Year 2019-20 is for part of the year, hence not comparable with the remuneration paid / payable during the Financial Year 2020-21.
- (f) Mrs. Rita Menon appointed as an Independent Director with effect from September 10, 2020.
- (g) Remuneration of Mr. Abhay Bajjal for the Financial Years 2019-20 and 2020-21 includes Rs. 18,86,783 and Rs. 87,30,400, respectively, towards perquisite value of employee stock options exercised and leave encashment. The increase in remuneration without considering such perquisite value of employee stock options and leave encashment works out to 13.34%.
- (h) Remuneration of Mr. Rajveer Singh for the Financial Years 2019-20 and 2020-21 includes Rs.7,15,153 and Rs.14,12,100 respectively, towards perquisite value of employee stock options exercised and leave encashment. The increase in remuneration without considering such perquisite value of employee stock options and leave encashment works out to 15.87%.
- ii) The percentage increase in the median remuneration of employees in the Financial Year 2020-21: **12.25%**
- iii) The number of permanent employees on the rolls of the Company: **1033**
- iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
Average percentage increase in the salaries of employees other than managerial personnel in the Financial Year 2020-21 was 16.46%. The details of percentage increase in the remuneration of managerial personnel is given above. Average increase in the remuneration of employees other than managerial personnel during the Financial Year 2020-21 includes the effect of periodical revision in the remuneration of non-managerial employees and perquisite value of stock options exercised by some of the employees. Increase in the remuneration of managerial personnel is in line with the industry practice and within the normal range.
- v) It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

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

| I. Details of the top ten employees in terms of remuneration drawn for the Financial Year 2020-21: | | | | | | | | | |
|--|----------------------------|---------------------------------------|---|-------------|--------------------|------------------------------------|-----------------------------|---|------------------------------|
| Sr. No. | Name | Designation | Qualifications | Age (years) | Experience (years) | Date of Commencement of Employment | Remuneration Received (Rs.) | Employer's Name | Post Held |
| 1 | Anil Kapoor* | Managing Director | B.Tech. (Chemical Engineering), M.S. | 67 | 41 | 11.12.2000 | 7,75,75,516 | Cabot India Limited | Vice President-Technical |
| 2 | Gaurav Mathur* | Joint Managing Director | B.Tech. (Chemical Engineering) | 52 | 31 | 06.01.2020 | 4,18,40,528 | TEVA API India Private Limited | Managing Director |
| 3 | Abhay Bajaj* | Chief Financial Officer | B.E. (Mechanical), P.G.D.M. | 60 | 36 | 01.11.2003 | 2,39,48,207 | Birla Home Finance Limited | Vice President-Operations |
| 4 | Virendra Kumar Gupta* | Vice President - Marketing | B.Tech (Agricultural Engineering), P.G.D.M. | 64 | 39 | 24.09.1991 | 1,51,28,199 | J K B M Limited | Zonal Manager |
| 5 | Upendra Rajnarayan Singh* | Vice President - Works | B.Tech. (Chemical Engineering) | 54 | 32 | 14.08.1992 | 1,08,78,712 | Indian Farmers Fertiliser Cooperative Limited | Assistant Engineer - Ammonia |
| 6 | Abhai Kumar Bhargava** | Senior Vice President - Works | B.E. (Chemical Engineering) | 65 | 41 | 21.09.2009 | 1,07,44,906 | Indian Farmers Fertiliser Cooperative Limited | General Manager |
| 7 | Rajveer Singh | Vice President - Legal & Secretary | M.A., L.L.B., FCS | 52 | 28 | 10.02.2003 | 98,54,389 | MCS Limited | Whole-time Director |
| 8 | Pullam Chetti Srinivasan** | General Manager - Technical | B.E. (Mechanical) | 60 | 37 | 08.10.1990 | 92,36,172 | Simon Carves India Limited | Construction Engineer |
| 9 | Hari Om Sharma | Deputy General Manager - Marketing | M.Sc. (Agriculture) | 58 | 37 | 01.04.1991 | 82,44,084 | Zuari Agro Chemicals Limited | Senior Marketing Officer |
| 10 | Narinder Goyal | Assistant Vice President - Production | B.E. (Chemical), M.B.A. - Finance | 51 | 30 | 01.02.1992 | 78,56,249 | Punjab Alkalies and Chemicals Limited | Chemical Trainee Engineer |

*These employees were employed throughout the Financial Year 2020-21 and were in receipt of remuneration in the aggregate of not less than Rs. 1,02,00,000 for that Financial Year.

**These employees were employed for a part of the Financial Year 2020-21 and were in receipt of remuneration in the aggregate of not less than Rs. 8,50,000 per month.

II. Employees who were employed for a part of the Financial Year 2020-21 and were in receipt of remuneration in the aggregate of not less than Rs. 8,50,000 per month:

| Sr. No. | Name | Designation | Qualifications | Age (years) | Experience (years) | Date of Commencement of Employment | Remuneration Received (Rs.) | Employer's Name | Post Held |
|---------|------------------------|--|--|-------------|--------------------|------------------------------------|-----------------------------|----------------------------------|---------------------------|
| 1 | Mayur Joshi | Assistant Manager - Engineering | B.E. (Mechanical) | 32 | 8 | 16.02.2015 | 3,11,189 | Bharat Aluminium Company Limited | Assistant Manager |
| 2 | Vibin Ravi Kuthirummal | Assistant Shift Manager - Urea | B.Tech. (Chemical Engineering) | 27 | 4 | 01.07.2016 | 2,11,409 | First Employment | |
| 3 | Shree Ram Shah | Senior Manager - Civil | B.Tech. (Civil Engineering) | 49 | 23 | 30.04.2014 | 8,62,865 | Praxair India Private Limited | Assistant General Manager |
| 4 | P.G Mathew | Senior Master Craftsman | Certificate Course in Mechanical Engineering | 61 | 40 | 01.07.1996 | 11,66,088 | Multimetals Limited | Fitter |
| 5 | Vijay Kumar Fotedar | Manager - Coordination | M.A., Diploma - Marketing/ Sales | 61 | 39 | 19.04.1991 | 32,33,125 | HMT Limited | Marketing Supervisor |
| 6 | Abdul Raouef Pathan | Deputy Shift Manager - Urea Product Handling | B.Sc. - PCM | 54 | 26 | 01.09.1993 | 9,70,971 | Jawahar Vidya Mandir | Advisor |

NOTES:

- None of the above employees is a relative of any Director of the Company.
- None of the above employees himself/herself or alongwith his/her spouse and dependent children holds 2% or more equity shares of the Company.
- All appointments are/were on contractual basis.

For and on behalf of Board of Directors

Rita Menon
Director

Gaurav Mathur
Managing Director

Place : New Delhi

Date : May 10, 2021

BUSINESS RESPONSIBILITY REPORT

Introduction

Chambal Fertilisers and Chemicals Limited (“Company”) is committed to build a sustainable enterprise for the benefit of its present and future generations of stakeholders. The Company has also integrated sustainable practices into its business strategies and operations to manage three challenges - economic prosperity, social development and environment protection. Towards this commitment, the Company seeks to:

- a) Build a sustainable enterprise that effectively balances financial strengths with social and environmental responsibilities;
- b) Deliver sustainable top-line and bottom-line growth while maintaining the high corporate governance standards;
- c) Reduce its environmental footprint by investing in eco-friendly and reliable technologies and practices;
- d) Increase efficiency by optimum utilization of resources and technology;
- e) Promote sustainable consumption of resources including balanced use of agri-inputs to achieve optimal farm productivity;
- f) Work towards improving the quality of life by making the communities self-reliant in areas within which it operates;
- g) Build lasting social capital through interventions in social initiatives for the benefit of the community residing in the vicinity of its plants and other places in India;
- h) Provide and maintain equal opportunity at the time of recruitment as well as during the course of employment irrespective of caste, creed, gender, race, religion, disability or sexual orientation;
- i) Ensure non-deployment of child labour, forced labour or any form of involuntary labour, paid or unpaid in any of its plants and offices;
- j) Provide a workplace environment that is safe, hygienic, humane and which upholds the dignity of the employees; and
- k) Ensure that its products and services comply with all laws and regulations as may be applicable.

The Novel Corona Virus (COVID-19) pandemic is the most unprecedented event witnessed in the history of mankind. It has left the people and the economies world over in distress. The Company stood firm with its stakeholders during the COVID-19 pandemic and provided support to its employees and community at large during the period of pandemic.

The details of the initiatives taken by the Company from an environmental, social and governance perspective are as under:

Section A: General Information about the Company

| 1. | Corporate Identity Number (CIN) of the Company | L24124RJ1985PLC003293 | | | | | | |
|--|--|---|--------------------|------|---------------------|-------|--|-------|
| 2. | Name of the Company | Chambal Fertilisers and Chemicals Limited | | | | | | |
| 3. | Registered address | Gadepan, District Kota, Rajasthan, PIN - 325208, India | | | | | | |
| 4. | Website | www.chambalfertilisers.com | | | | | | |
| 5. | E-mail id | corporate@chambal.in | | | | | | |
| 6. | Financial Year reported | April 01, 2020 to March 31, 2021 | | | | | | |
| 7. | Sector(s) that the Company is engaged in (industrial activity code-wise) | <table border="1"> <thead> <tr> <th>Name of the Sector</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>Manufacture of Urea</td> <td>20121</td> </tr> <tr> <td>Marketing of fertilizers and agrochemical products</td> <td>46692</td> </tr> </tbody> </table> | Name of the Sector | Code | Manufacture of Urea | 20121 | Marketing of fertilizers and agrochemical products | 46692 |
| Name of the Sector | Code | | | | | | | |
| Manufacture of Urea | 20121 | | | | | | | |
| Marketing of fertilizers and agrochemical products | 46692 | | | | | | | |
| 8. | List three key products/services that the Company manufactures/ provides (as in balance sheet) | Manufacture of Urea and Marketing of Di-ammonium Phosphate, Muriate of Potash and other Fertilisers & Agri-inputs. | | | | | | |
| 9. | Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (Provide details of major 5) (b) Number of National Locations | (a) On a standalone basis, the Company does not have any manufacturing facility outside India. (b) 21 (Twenty One) | | | | | | |
| 10. | Markets served by the Company – Local/State/National/ International | The Company serves 13 states and 1 union territory in the national market. | | | | | | |

Section B: Financial Details of the Company as on March 31, 2021

| | | |
|----|---|----------|
| 1. | Paid up capital (INR in Crore) | 416.21 |
| 2. | Total Turnover (INR in Crore) | 12719.01 |
| 3. | Total profit after taxes (INR in Crore) | 1347.04 |

| | | |
|----|---|--|
| 4. | Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | The Company has spent Rs. 19.65 Crore on CSR during the financial year 2020-21 which works out to 2% of the average net profit of the Company for last three financial years. |
| 5 | List of activities in which expenditure in 4 above has been incurred: | The Company has been engaged in Corporate Social Responsibility ("CSR") activities in the areas of Education (including technical and vocational education), Rural Development, Health care and Sanitation, Employability and Empowerment, Environment Sustainability, Animal Welfare and Soil Health and Disaster Management. The Company also made contribution of Rs. 5 Crore to the Prime Minister's Citizen Assistance and Relief in Emergency Situation Fund i.e. PM CARES Fund during the Financial Year 2020-21. Further details are given in the Annual Report on Corporate Social Responsibility (CSR) Activities attached as Annexure "G" to the Board's Report. |

Section C: Other Details

| | | |
|----|--|---|
| 1. | Does the Company have any Subsidiary Company/ Companies? | Yes. The Company had 5 subsidiaries as on March 31, 2021 out of which 1 subsidiary was dissolved on May 03, 2021. The details of subsidiaries are given in Form AOC – 1 forming part of the Annual Report. |
| 2. | Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) | No. |
| 3. | Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] | No. The Company does not mandate suppliers / service providers to participate in the BR initiatives of the Company. However, they are encouraged to adopt the Company's policies in this regard to the extent practicable. |

Section D: BR Information

| | | |
|-----------|--|---|
| 1. | Details of Director/Directors responsible for BR | |
| (a) | Details of the Director responsible for implementation of the BR policies | |
| (i) | DIN Number | 00032299 (Mr. Anil Kapoor) and 07610237 (Mr. Gaurav Mathur) |
| (ii) | Name | Mr. Anil Kapoor (upto April 15, 2021) and Mr. Gaurav Mathur (with effect from April 16, 2021) |
| (iii) | Designation | Mr. Anil Kapoor was Managing Director of the Company till April 15, 2021 and Mr. Gaurav Mathur was appointed as Managing Director of the Company with effect from April 16, 2021. |
| (b) | Details of the BR head | |
| (i) | DIN Number (if applicable) | Not Applicable |
| (ii) | Name | Mr. Vishal Mathur |
| (iii) | Designation | General Manager - Human Resources & Administration |
| (iv) | Telephone number | 0744-2782900 |
| (v) | E-mail ID | vishal.mathur@chambal.in |
| 2. | Principle-wise (as per NVGs) BR Policy/policies | |
| | Principle Index | |
| | P1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. | |
| | P2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle. | |
| | P3: Businesses should promote the wellbeing of all employees. | |
| | P4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized. | |
| | P5: Businesses should respect and promote human rights. | |

| P6: Business should respect, protect, and make efforts to restore the environment. | | | | | | | | | | |
|---|--|---|---------------|---------------|---------------|---------------|---------------|-------------------|---------------|---------------|
| P7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner. | | | | | | | | | | |
| P8: Businesses should support inclusive growth and equitable development. | | | | | | | | | | |
| P9: Businesses should engage with and provide value to their customers and consumers in a responsible manner. | | | | | | | | | | |
| (a) | Details of compliance (Reply in Y/N) | | | | | | | | | |
| No. | Questions | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
| 1. | Do you have a policy/ policies for.... | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 2. | Has the policy been formulated in consultation with the relevant stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3. | Does the policy conform to any national / international standards? If yes, specify? (50 words) | Y (Note 1) | Y (Note 2) | Y (Note 3) | Y (Note 4) | Y (Note 3) | Y (Note 2) | Not Applicable | Y (Note 4) | Y (Note 2) |
| 4. | Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 5. | Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 6. | Indicate the link for the policy to be viewed online? | The policies are available on the website of the Company i.e. www.chambalfertilisers.com . Refer Note 5 below for the links of the policies. | | | | | | | | |
| 7. | Has the policy been formally communicated to all relevant internal and external stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 8. | Does the Company have in-house structure to implement the policy/ policies. | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 9. | Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 10. | Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? | N | N | N | N | N | N | N | N | N |
| (b) | If answer to the question at serial number 1 against any principle, is 'No', please explain why: Not Applicable | | | | | | | | | |
| 3. Governance related to BR | | | | | | | | | | |
| (a) | Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year | Within 3-6 months. | | | | | | | | |
| (b) | Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? | Business Responsibility Report is published annually. The Business Responsibility Report for the Financial Year 2019-20 was part of the Annual Report which is available at the website of the Company at the weblink - http://chambalfertilisers.com/pdf/Annual-Report-for-the-Financial-Year-2019-2020.pdf | | | | | | | | |

Note 1: The Code of Conduct and Ethics and Whistle Blower Policy of the Company conforms to the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, as applicable.

Note 2: The concerned policies are in conformity to ISO-14001:2015, ISO-9001:2015 and ISO-45001:2018 standards.

Note 3: The concerned policies conform to the applicable labour and employment laws.

Note 4: Corporate Social Responsibility Policy of the Company conforms to the requirements of the Companies Act, 2013 and rules framed thereunder.

Note 5: The policies are available on the website of the Company at the following Links:

<http://www.chambalfertilisers.com/brrpolicies>

<http://www.chambalfertilisers.com/policiescodes>

Section E: Principle-wise Performance

| Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability | |
|---|--|
| 1. | <p>Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?</p> |
| 2. | <p>How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.</p> |
| Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle | |
| 1. | <p>List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.</p> |
| 2. | <p>For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):</p> <p>(a) Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?</p> <p>(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?</p> |

| | | |
|---|--|---|
| 3. | <p>Does the company have procedures in place for sustainable sourcing (including transportation)?</p> <p>(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.</p> | <p>Yes.</p> <p>The Company has laid down procedure for vendor registration as well as periodic assessment of contractors and vendors. For items of regular consumption, the Company has long term contracts so that suppliers can properly plan their production.</p> <p>The suppliers of natural gas source major part of natural gas through imports and a small quantity comes from domestic production. The Company has long term supply arrangements with large suppliers in the country to source major part of its natural gas requirements. The fertiliser plants of the Company are connected to a dedicated natural gas pipeline to ensure un-interrupted supply.</p> <p>Natural Gas is used as feedstock for manufacture of Urea and its consumption can be reduced through efficient plant operations and improving energy efficiency in the plants. The Company ensures the reliability of the plants through periodic maintenance and replacement / overhauling of equipment to ensure uninterrupted operation of plants to achieve better energy efficiency.</p> <p>The Company also markets fertilisers and other agri inputs. The products being marketed by the Company are sourced from national and international manufacturers of repute in order to ensure quality of the products and consistency in supplies.</p> |
| 4. | <p>Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?</p> <p>(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?</p> | <p>Yes.</p> <p>The Company promotes local contractors and service providers and provided them work opportunities. The Company also encourages partners and suppliers to use services of local vendors wherever possible. As part of its CSR initiatives, the Company has also facilitated skill development and vocational training to the rural youth in the vicinity of its plants.</p> |
| 5. | <p>Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.</p> | <p>Yes.</p> <p>(i) The Company has adopted best practices to manage waste disposal through a comprehensive waste management system under the Health, Safety, Security, Environment & Quality Policy.</p> <p>(ii) Hazardous waste generated out of the operations is disposed-off through authorized recyclers and non-hazardous waste is disposed-off either by way of composting or through re-cyclers or processors.</p> <p>(iii) The Company has set up a system to collect plastic waste in order to meet its obligation of collecting the plastic waste generated due to its products. This plastic waste is sent to the Registered Recyclers/ Coprocessors. Around 50 (fifty) MT of plastic waste was collected for recycling during the Financial Year 2020-21.</p> <p>(iv) Almost 100% of condensate generated in the Urea manufacturing process is recycled back to the system. Further, the effluents generated from Demineralization Plant regenerations, cooling tower blow downs and oil separator are diverted to the Effluent Treatment Plant where they are mixed together and stored in large holding ponds for irrigation of green belt. The Company has also set up a sewage treatment plant which treats sanitary waste-water from the township and plants. The Company discharge the treated water in the river only during monsoon period to avoid over watering that may lead to mortality of trees and other vegetation.</p> <p>(v) Stripping unit with hydrolyser has been installed in Gadepan - III plant to treat the Urea contaminated effluent.</p> <p>(vi) The Bio-Methanation plant in township at Gadepan recycles the kitchen waste of plant canteens and residential colony.</p> |
| <p>Principle 3: Businesses should promote the wellbeing of all employees</p> | | |
| 1. | <p>Please indicate the total number of employees.</p> | <p>As on March 31, 2021, there were 1033 permanent employees in the Company.</p> |
| 2. | <p>Please indicate the total number of employees hired on temporary/contractual/casual basis.</p> | <p>As on March 31, 2021, there were 3154 employees hired on temporary / contractual / casual basis out of which 1827 employees were hired temporarily for planned shutdown of the plants at Gadepan.</p> |
| 3. | <p>Please indicate the Number of permanent women employees.</p> | <p>23</p> |

| 4. | Please indicate the Number of permanent employees with disabilities | NIL | | | | | | | | | | |
|--|--|---|----------|------------------------------|---------------------|-------|---------------------------|-------|--|--------|-----------------------------|----------------|
| 5. | Do you have an employee association that is recognized by management. | There was no employee association in the Company as on March 31, 2021. | | | | | | | | | | |
| 6. | What percentage of your permanent employees is members of this recognized employee association? | Not Applicable | | | | | | | | | | |
| 7. | Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment, discriminatory employment in the last financial year and pending, as on the end of the financial year. | NIL | | | | | | | | | | |
| 8. | What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? (a) Permanent Employees (b) Permanent Women Employees (c) Casual/Temporary/Contractual Employees (d) Employees with Disabilities | <table border="1"> <thead> <tr> <th>Category</th> <th>Percentage received training</th> </tr> </thead> <tbody> <tr> <td>Permanent Employees</td> <td>72.60</td> </tr> <tr> <td>Permanent Women Employees</td> <td>86.96</td> </tr> <tr> <td>Casual/Temporary/Contractual Employees</td> <td>100.00</td> </tr> <tr> <td>Employees with Disabilities</td> <td>Not Applicable</td> </tr> </tbody> </table> | Category | Percentage received training | Permanent Employees | 72.60 | Permanent Women Employees | 86.96 | Casual/Temporary/Contractual Employees | 100.00 | Employees with Disabilities | Not Applicable |
| Category | Percentage received training | | | | | | | | | | | |
| Permanent Employees | 72.60 | | | | | | | | | | | |
| Permanent Women Employees | 86.96 | | | | | | | | | | | |
| Casual/Temporary/Contractual Employees | 100.00 | | | | | | | | | | | |
| Employees with Disabilities | Not Applicable | | | | | | | | | | | |
| Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized. | | | | | | | | | | | | |
| 1. | Has the company mapped its internal and external stakeholders? Yes/No | Yes. The key stakeholders of the Company are Employees, Farmers, Dealers / Distributors, Investors/ Shareholders, Banks / Financial Institutions, Local Community, Contractors / Vendors, Industry Associations and Government. | | | | | | | | | | |
| 2. | Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders. | Yes. The Company has identified the local community including women and children dwelling near the plant area as the disadvantaged, marginalised and vulnerable stakeholders. The Company proactively engages with its stakeholders to understand their issues and concerns which are appropriately addressed through CSR projects /programmes of the Company. | | | | | | | | | | |
| 3. | Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so. | Yes. The Company continues to make significant contribution in the areas of Education, Technical and Vocational Education, Rural Development, Health care and Sanitation, Employability and Empowerment, Environment Sustainability, Animal Welfare and Soil Health and Disaster Management. The primary aim is to make perceptible changes in the lives of people by providing them tools to improve their living standard. The key beneficiaries of these social projects are farmers, local community / villagers especially those belonging to marginalized and underprivileged section of the society. The Company had adopted 44 Government schools, 41 aanganwadis, 5 industrial training institutes and a Government Polytechnic College near its plants at Gadepan. The CSR initiatives of the Company resulted into substantial improvement in the education level and overall development of the students therein. The healthcare and awareness camps in 26 villages, livelihood activities in 8 villages, facilitation of self-help groups and infrastructure development in nearby villages are some of the initiatives which have also benefitted the disadvantaged, vulnerable and marginalised section of the society. The Company also provided relief material to mitigate the plight of underprivileged people due to COVID-19 pandemic in the Kota and Baran districts of Rajasthan. | | | | | | | | | | |

| Principle 5: Businesses should respect and promote human rights | | |
|---|--|---|
| 1. | Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/Others? | The policy covers only the Company. The Company has formulated "Suppliers' Code of Conduct" for its vendors and service providers. Through this code, the Company encourages its suppliers and service providers to share its commitment towards the standards of integrity and sustainability and expects them to ensure non-deployment of child labour, forced labour or any form of involuntary labour and promote and maintain a workplace free from discrimination and treat their employees with fairness, dignity and respect. The major portion of supplies is sourced from large companies who also have their own policies in this regard. |
| 2. | How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? | The Company has not received any complaint involving issues related to human rights violation during the Financial Year 2020-21. |
| Principle 6: Business should respect, protect, and make efforts to restore the environment | | |
| 1. | Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others. | "Health, Safety, Security, Environment & Quality Policy" covers the Company including the contractor workforce working in its plants. In addition to this, the "Suppliers' Code of Conduct" includes the environment and sustainability aspects which the Company expects its suppliers and service providers to adhere. |
| 2. | Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc. | Yes. The "Sustainability Policy" and "Health, Safety, Security, Environment & Quality Policy" of the Company cover the aspects related to environment and sustainable resource use. The Company operates its plants according to the highest operational norms. Its commitment to sustainability has also led to technological and operational improvements with a clear emphasis on environment sustainability. The Company understands the impact of its operations on environment and therefore strives to minimize it through optimum consumption of resources, reducing the energy footprint, conserving water, curbing green house and other air emissions, responsibly managing effluents, spills and waste disposal and preserving the biodiversity profile of the area around its plants. These policies are available under the Sustainability section at the website of the Company – www.chambalfertilisers.com . |
| 3. | Does the company identify and assess potential environmental risks? Y/N | Yes. The Company has a process for identification and assessment of potential environmental risks at each level. The identified risks are assessed, relevant action plans are prepared for the mitigation of risks and periodical reviews are carried out to ensure mitigation of risk. The Company has adopted ISO 14001:2015 and aspect-impact analysis pertaining to environmental risks is reviewed periodically. |
| 4. | Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? | The Company did not have any project related to Clean Development Mechanism during the Financial Year 2020-21. |
| 5. | Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc. | Yes. The Company has replaced Ammonia Refrigerant Condenser with better Metallurgy (Duplex) in Ammonia-II plant during the Financial Year 2020-21 for conservation of energy. Further, Gadepan – III plant is among the most efficient plants in the country using the latest technology thereby resulting in less consumption of energy and other natural resources. |
| 6. | Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported? | Yes. Ambient air quality, stack emissions and water analysis have been carried out periodically by a laboratory approved by the Ministry of Environment and Forests, Government of India and reports have been submitted to the State Pollution Control Board. |

| | | |
|--|---|--|
| 7. | Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year. | Nil |
| Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner | | |
| 1. | Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with: | Yes. The Company is member of Fertilizer Association of India ("FAI"), Federation of Indian Chambers of Commerce and Industry and International Fertilizer Association. |
| 2. | Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others) | Yes. The Company engages in policy advocacy in a responsible manner through its membership in various industry associations. The Company also submits comments/ suggestions on matters related to laws and regulations including changes / amendments proposed therein. The Company participates in debates and discussions related to public policies of fertilizer industry at the FAI forum. |
| Principle 8: Businesses should support inclusive growth and equitable development | | |
| 1. | Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof. | Yes. The Company recognises its responsibility as a corporate citizen of India and pro-actively takes initiatives for welfare of the society. The Corporate Social Responsibility Policy of the Company details out the projects and programmes to be undertaken by the Company. The thrust areas of CSR initiatives of the Company are Pre-primary & School Education (Project Akshar), Technical and Vocational Education (Project Saksham), Rural Development (Project Saakar), Health care and Sanitation (Project Arogya), Employability and Empowerment (Project Pragati), Environmental Sustainability, Animal Welfare and Soil Health (Project Bhoomi) and Disaster Management. The Corporate Social Responsibility Policy of the Company is available on the website of the Company at- http://www.chambalfertilisers.com/pdf/Chambal-CSR-Policy.pdf . Further details in this regard are given in the Board's Report which forms part of the Annual Report. |
| 2. | Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/government structures/any other organization? | The Company's CSR projects are implemented directly by the Company as well as through implementing entities including K K Birla Memorial Society. Further details are given in the Annual Report on Corporate Social Responsibility (CSR) Activities attached as Annexure "G" to the Board's Report. |
| 3. | Have you done any impact assessment of your initiative? | No impact assessment was conducted during the Financial Year 2020-21. |
| 4. | What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken. | CSR expenditure of the Company for the Financial Year 2020-21 was Rs. 19.65 Crore. The details in this regard are given in the Annual Report on Corporate Social Responsibility (CSR) Activities attached as Annexure "G" to the Board's Report. |
| 5. | Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so. | Yes. The relevant CSR projects / programmes are structured and designed in consultation with community and respective stakeholders to ensure their participation in successful implementation thereof. The Company makes efforts in the form of awareness campaigns, involvement in implementation, etc. to ensure that the community development initiatives of the Company are adopted by the community, wherever relevant. |
| Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner | | |
| 1. | What percentage of customer complaints/ consumer cases are pending as on the end of financial year. | 33% Some of the complaints / cases are pending before consumer disputes redressal forums and disposal thereof takes longer time. |

| | | |
|----|---|--|
| 2. | Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/ N.A. /Remarks (additional information) | No |
| 3. | Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so. | 3 cases / complaints filed by dealers and 2 cases filed by the suppliers in the courts during last five years, mainly related to commercial disputes, were pending as on March 31, 2021. Further, 3 complaints filed during the previous financial year by the customers before District Consumer Disputes Redressal Forums, regarding quality of the products supplied by the Company, were pending as on March 31, 2021. The Company has been contesting these cases / complaints at appropriate forums. |
| 4. | Did your company carry out any consumer survey/ consumer satisfaction trends? | Yes. Consumer / customer satisfaction survey was carried out during the Financial Year 2020-21. The Company also engages with its customers for their feedback through retailer / dealer meetings, telephone helpline and farmers meets. |

For and on behalf of Board of Directors

Place : New Delhi
Date : May 10, 2021

Rita Menon
Director

Gaurav Mathur
Managing Director

INDEPENDENT AUDITOR'S REPORT

To the Members of Chambal Fertilisers and Chemicals Limited

Report on the audit of the Standalone financial statements

Opinion

1. We have audited the accompanying standalone financial statements of Chambal Fertilisers and Chemicals Limited ("the Company"), which comprise the balance sheet as at March 31, 2021, and 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 (hereinafter referred to as "Standalone Ind AS Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. 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 Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| <p>Assessment of implications of government policies/ notifications on recognition of subsidy revenue and its recoverability</p> <p>[Refer to the accompanying notes 2(b)(xvi)(a), 8(B), 17, 32 and 53(d) of the Standalone Ind AS Financial Statements.]</p> <p>During the year, the Company has recognised subsidy revenue amounting to Rs. 7,279.84 Crore and the aggregate amount of subsidy receivable as at March 31, 2021 is Rs.1,103.54 Crore. The amount of subsidy revenue and the balance receivable are significant to the Standalone Ind AS Financial Statements.</p> <p>We focused on this area since the recognition of subsidy revenue and the assessment of recoverability of the related subsidy receivables is subject to significant judgements of the management. The areas of subjectivity and judgement include interpretation and satisfaction of conditions specified in the notifications/ policies in the estimation of timing and amount of recognition of subsidy revenue, likelihood of recoverability and allowance in relation to the outstanding subsidy receivables.</p> | <p>Our procedures included the following:</p> <ul style="list-style-type: none">• We understood and evaluated the design and tested the operating effectiveness of controls as established by management in recognition of subsidy revenue and assessment of the recoverability of outstanding subsidy.• We evaluated the management's assessment regarding reasonable certainty of complying with the relevant conditions as specified in the notifications/policies.• We considered the relevant notifications/policies issued by various authorities to ascertain the appropriateness of the recognition of subsidy revenue and adjustments to subsidy already recognised in earlier years pursuant to changes in subsidy rates.• We also understood the basis of judgements that management has made in relation to the notifications/policies including past precedence and subsequent evidence, as applicable.• We assessed the reasonableness of the recoverability of subsidy receivable by reviewing the management's analysis and information used to determine the recoverability of subsidy receivable, ageing of receivables and historical trends.• We evaluated adequacy of disclosures in the Standalone Ind AS Financial Statements. <p>Based on the above procedures performed, the management's assessment of the implications of government notifications/policies on recognition of subsidy revenue and its recoverability was considered to be reasonable.</p> |

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the Standalone Ind AS Financial Statements and our auditor's report thereon. Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS 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 Standalone Ind AS Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the Standalone Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Ind AS Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS Financial Statements.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the Standalone Ind AS 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 Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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10. 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.
 11. 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.
 12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. 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 Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Ind AS 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (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 Standalone Ind AS Financial Statements – Refer Note 26 to the Standalone Ind AS Financial Statements;
 - ii. The Company has long-term contracts as at March 31, 2021 for which there were no material foreseeable losses. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on derivative contracts – Refer Note 14C to the Standalone Ind AS Financial Statements.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2021.
15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Pramit Agrawal
Partner
Membership Number - 099903
UDIN: 21099903AAAEN1570

Place : New Delhi
Date : May 10, 2021

Annexure A to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Chambal Fertilisers and Chemicals Limited on the Standalone Ind AS Financial Statements as of and for the year ended March 31, 2021

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the year based on phased programme of verifying all the assets over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification carried out during the year.
- (c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets (Property, Plant and Equipment) to the Standalone Ind AS Financial Statements, are held in the name of the Company, except for a freehold land (Gross block - Rs. 0.01 crore and Net block - Rs. 0.01 crore) and a Leasehold land (Gross block - Rs. 0.44 crore and Net block - Rs. 0.31 crore), which are yet to be registered in the Company's name.
- ii. The physical verification of inventory excluding stocks with third parties have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. No material discrepancies were noticed on such physical verification of inventory as compared to book records.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and 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, the Company is generally regular in depositing undisputed statutory dues in respect of income tax and is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, duty of customs, professional tax, goods and service tax and other material statutory dues, as applicable, with the appropriate authorities. Also refer note 49 to the Standalone Ind AS Financial Statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, duty of customs, value added tax and goods and services tax which have not been deposited on account of any dispute. The particulars of dues of income tax, service tax, duty of excise as at March 31, 2021 which have not been deposited on account of a dispute, are as follows:

| Name of Statute | Nature of the dues | Amount (Rs. Crores)* | Period to which the amount relates | Forum where dispute is pending |
|--------------------------|--|----------------------|------------------------------------|---------------------------------------|
| Finance Act, 1994 | Service tax demand (including penalty) raised in respect of service tax not paid on payments made in foreign currency to foreign parties | 174.15 | FY 2007-08 to FY 2011-12 | CESTAT, Kolkata |
| Finance Act, 1994 | Department appeal against the refund of service tax on downward revision of Transmission charges | 2.75 | November 2008 to June 2010 | High Court, Jabalpur (Madhya Pradesh) |
| Central Excise Act, 1944 | Wrong availment of proportionate cenvat credit on input services | 1.03 | August 2014 to March 2015 | CESTAT, New Delhi |
| Central Excise Act, 1944 | Wrong availment of proportionate cenvat credit on input services | 0.93 | FY 2016-17 | CESTAT, New Delhi |
| Central Excise Act, 1944 | Wrong availment of proportionate cenvat credit on input services | 0.70 | April 2017 to June 2017 | CESTAT, New Delhi |

| Name of Statute | Nature of the dues | Amount (Rs. Crores)* | Period to which the amount relates | Forum where dispute is pending |
|----------------------|--|----------------------|---|---------------------------------------|
| Income Tax Act, 1961 | Income tax on non-allowance of special survey and dry lock expenditure | 20.55 | FY 1997-98 | High Court, Kolkata |
| Income Tax Act, 1961 | Disallowances for various expenses | 232.91 | FY 1998-99, 1999-00; and FY 2001-02 to 2008-09 | Supreme Court of India |
| Income Tax Act, 1961 | Disallowances for various expenses | 2.47 | FY 2009-10 to 2010-11 | High Court, Rajasthan (Jaipur) |
| Income Tax Act, 1961 | Disallowances for various expenses | 59.02 | FY 2011-12 to 2013-14 | Income Tax Appellate Tribunal, Jaipur |
| Income Tax Act, 1961 | Disallowances for various expenses | 22.93 | FY 2009-10 to 2011-12, FY 2013-14 and FY 2015-16 to 2016-17 | Commissioner (Appeals), Kota |

* Amount under dispute is net of advance tax deposited, if any.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date. The Company did not have any loans or borrowings from Government nor has it issued any debentures as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- x. During the course of 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 have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. Also refer paragraph 15 of our main audit report.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016**

**Pramit Agrawal
Partner
Membership Number - 099903
UDIN: 21099903AAAEN1570**

**Place : New Delhi
Date : May 10, 2021**

Annexure B to Independent Auditors' Report

Referred to in paragraph 14(f) of the Independent Auditors' Report of even date to the members of Chambal Fertilisers and Chemicals Limited on the Standalone Ind AS Financial Statements for the year ended March 31, 2021

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Chambal Fertilisers and Chemicals Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls 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 controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. 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 controls 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.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Pramit Agrawal
Partner
Membership Number - 099903
UDIN: 21099903AAAAEN1570

Place : New Delhi
Date : May 10, 2021

BALANCE SHEET AS AT MARCH 31, 2021

| Particulars | Notes | (Rs. in Crore) | |
|--|--------|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, Plant and Equipment | 3 | 6,461.68 | 6,678.57 |
| Capital Work-in-Progress | 28 & 3 | 160.52 | 84.99 |
| Right-of-Use Assets | 3 | 16.57 | 20.45 |
| Other Intangible Assets | 4A | 1.59 | 2.01 |
| Intangible Assets under Development | 4B | 0.27 | - |
| Financial Assets | 5 | | |
| i. Investments | 5A | 302.93 | 289.49 |
| ii. Loans | 5B | 0.37 | 0.47 |
| iii. Other Financial Assets | 5C | 3.32 | 3.31 |
| Non-Current Tax Assets (Net) | 38 | 118.33 | 120.85 |
| Deferred Tax Assets (Net) | 38 | - | 37.54 |
| Other Non-Current Assets | 6 | 29.46 | 31.70 |
| Total Non-Current Assets | | 7,095.04 | 7,269.38 |
| Current Assets | | | |
| Inventories | 7 | 789.14 | 1,135.60 |
| Financial Assets | 8 | | |
| i. Investments | 8A | - | - |
| ii. Trade Receivables | 8B | 1,174.59 | 5,563.11 |
| iii. Cash and Cash Equivalents | 8C | 885.89 | 133.32 |
| iv. Bank Balances other than (iii) above | 8D | 15.00 | 17.50 |
| v. Loans | 8E | 0.10 | 0.12 |
| vi. Other Financial Assets | 8F | 152.70 | 320.59 |
| Other Current Assets | 9 | 114.28 | 127.70 |
| Assets Classified as Held for Sale | 44 | 0.23 | 0.15 |
| Total Current Assets | | 3,131.93 | 7,298.09 |
| Total Assets | | 10,226.97 | 14,567.47 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 10 | 416.21 | 416.21 |
| Other Equity | 10A | 4,876.10 | 3,499.67 |
| Total Equity | | 5,292.31 | 3,915.88 |
| LIABILITIES | | | |
| Non-Current Liabilities | | | |
| Financial Liabilities | 11 | | |
| i. Borrowings | 11A | 3,076.39 | 3,974.61 |
| ii. Lease Liabilities | 33 | 12.60 | 16.45 |
| Provisions | 12 | 13.94 | 11.56 |
| Deferred Tax Liabilities (Net) | 38 | 308.91 | - |
| Other Non-Current Liabilities | 13 | 3.20 | 3.33 |
| Total Non-Current Liabilities | | 3,415.04 | 4,005.95 |
| Current Liabilities | | | |
| Financial Liabilities | 14 | | |
| i. Borrowings | 14A | - | 4,933.63 |
| ii. Lease Liabilities | 33 | 5.15 | 4.77 |
| iii. Trade Payables | 14B | | |
| a) total outstanding dues of micro enterprises and small enterprises; and | | 12.68 | 8.20 |
| b) total outstanding dues of creditors other than micro enterprises and small enterprises. | | 375.27 | 531.36 |
| iv. Other Financial Liabilities | 14C | 1,042.89 | 1,103.62 |
| Other Current Liabilities | 15 | 44.16 | 26.75 |
| Provisions | 16 | 39.47 | 37.31 |
| Total Current Liabilities | | 1,519.62 | 6,645.64 |
| Total Liabilities | | 4,934.66 | 10,651.59 |
| Total Equity and Liabilities | | 10,226.97 | 14,567.47 |

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Balance Sheet referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Abhay Baijal
Chief Financial Officer

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

Place : New Delhi
Date : May 10, 2021

Place : New Delhi
Date : May 10, 2021

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

(Rs. in Crore)

| Particulars | Notes | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|--------|------------------------------|------------------------------|
| Revenue from Operations | 17 | 12,719.01 | 12,205.95 |
| Other Income | 18 | 59.89 | 179.34 |
| Total Income | | 12,778.90 | 12,385.29 |
| Expenses | | | |
| Cost of Materials Consumed | 19 | 2,924.19 | 3,773.21 |
| Purchases of Stock-in-Trade | | 4,060.16 | 2,907.44 |
| Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 20 | 353.86 | 208.66 |
| Employee Benefits Expense | 21 | 175.32 | 155.94 |
| Finance Costs | 22 | 278.02 | 502.63 |
| Depreciation and Amortization Expenses | 3 & 4A | 289.22 | 286.86 |
| Other Expenses | 23 | 2,739.19 | 3,258.27 |
| Total Expenses | | 10,819.96 | 11,093.01 |
| Profit Before Exceptional Items and Tax | | 1,958.94 | 1,292.28 |
| Exceptional Items | 24 | - | (33.42) |
| Profit Before Tax | | 1,958.94 | 1,325.70 |
| Tax Expense: | | | |
| (1) Current Tax | 38 | 324.00 | 194.17 |
| (2) Tax Related to Earlier Years | 38 | 5.64 | (6.94) |
| (3) Deferred Tax | 38 | 282.26 | (85.84) |
| Total Tax Expense | | 611.90 | 101.39 |
| Profit for the Year | | 1,347.04 | 1,224.31 |
| Other Comprehensive Income (OCI) | | | |
| A. Items that will not be re-classified to Profit or Loss: | | | |
| (i) Re-measurement (Loss) on Defined Benefit Plans | 31 | (0.53) | (2.02) |
| (ii) Income Tax Credit relating to items that will not be re-classified to Profit or Loss | | 0.19 | 0.71 |
| B. Items that will be re-classified to Profit or Loss: | | | |
| (i) Effective Portion of Exchange Difference Gain / (Loss) on Hedging Instruments | 41 | 156.56 | (419.74) |
| (ii) Effective Portion of Exchange Difference Loss on Hedging Instruments re-classified to Profit or Loss | 41 | 76.95 | 35.00 |
| (iii) Income Tax (Charge) / Credit relating to items that will be re-classified to Profit or Loss | | (81.60) | 134.43 |
| OCI for the Year (Net of Tax) | | 151.57 | (251.62) |
| Total Comprehensive Income for the Year (Comprising Profit and Other Comprehensive Income for the Year) | | 1,498.61 | 972.69 |
| Earnings per Equity Share: Basic and Diluted (in Rs.) | 25 | 32.36 | 29.42 |

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Abhay Bajjal
Chief Financial Officer

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

Place : New Delhi
Date : May 10, 2021

Place : New Delhi
Date : May 10, 2021

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2021

(Rs. in Crore)

| Sl. No. | Particulars | Notes | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-----------|--|-------------------|------------------------------|------------------------------|
| A. | Cash Flow from Operating Activities : | | | |
| | Profit Before Tax | | 1,958.94 | 1,325.70 |
| | Adjustments for : | | | |
| | Depreciation and Amortization Expenses | 3 & 4A | 289.22 | 286.86 |
| | Impairment of Investment in Subsidiary under dissolution | | - | 0.15 |
| | Exceptional Items | 24 | - | (33.42) |
| | (Gain) on Sale of Current Investments | 18 | (1.13) | (18.01) |
| | Mark to Market Loss / (Gain) on Derivative Transactions | 18 | 22.40 | (30.38) |
| | Un-realised Foreign Exchange Variation Loss | | 0.39 | 58.54 |
| | Realised Foreign Exchange Variation (Gain) / Loss | | (59.99) | 20.34 |
| | Effective Portion of Exchange Difference Loss on Hedging Instruments re-classified to Profit or Loss | 41 | 76.95 | 35.00 |
| | Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | 23 | 1.77 | 21.50 |
| | Impairment Loss on Property, Plant and Equipment | 23 | - | 17.79 |
| | Loss on Disposal of Property, Plant and Equipment (Net) | 23 | 4.75 | 22.73 |
| | Allowance for Doubtful Debts and Advances (Net) | | (0.23) | 14.72 |
| | Liabilities no longer required Written Back | | (0.16) | (0.31) |
| | Catalyst Charges Written Off | 23 | 7.38 | 7.45 |
| | Irrecoverable Balances Written Off | | 0.02 | 1.01 |
| | Interest Expense | | 261.19 | 483.79 |
| | Interest (Income) | | (13.47) | (19.04) |
| | Dividend (Income) on Investment in Subsidiary Companies / Joint Venture | 18 | (25.48) | (71.84) |
| | Dividend (Income) on Non Current Investment | 18 | (0.00) | (0.00) |
| | Operating Profit before Working Capital Changes | | 2,522.55 | 2,122.58 |
| | Working Capital Adjustments: | | | |
| | Decrease in Inventories | | 345.42 | 173.06 |
| | Decrease / (Increase) in Trade Receivables | | 4,388.28 | (637.96) |
| | Decrease / (Increase) in Other Financial Assets | | 167.95 | (144.65) |
| | Decrease / (Increase) in Other Assets | | 15.17 | (42.22) |
| | (Decrease) in Trade Payables | | (152.00) | (441.55) |
| | Increase in Other Liabilities and Provisions | | 6.69 | 52.82 |
| | Cash generated from Operations | | 7,294.06 | 1,082.08 |
| | Income Tax Paid (Net of Refunds) | | (343.50) | (239.48) |
| | Net Cash Flow generated from Operating Activities | | 6,950.56 | 842.60 |
| B. | Cash Flow from Investing Activities | | | |
| | Purchase of Property, Plant and Equipment & Intangible Assets | | (235.74) | (641.17) |
| | Purchase of Investment | | (58.83) | (15.60) |
| | Proceeds from Sale of Property, Plant and Equipment & Intangible Assets | | 0.48 | 6.67 |
| | Proceeds on account of Dissolution of Subsidiaries | | - | 0.39 |
| | Proceeds from Sale of Current Investments | | 1.13 | 18.01 |
| | Interest Received | | 12.67 | 18.95 |
| | Dividend Received | | 25.48 | 71.84 |
| | Fixed Deposits placed (having original maturity of more than three months) | | 0.05 | (0.05) |
| | Net Cash Flow (used in) Investing Activities | | (254.76) | (540.96) |

(Rs. in Crore)

| Sl. No. | Particulars | Notes | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-----------|---|-----------|---------------------------|---------------------------|
| C. | Cash Flow from Financing Activities | | | |
| | Proceeds from Long Term Borrowings | 47 | - | 482.97 |
| | Repayment of Long Term Borrowings | 47 | (684.44) | (609.37) |
| | Availment of Supplier's Credit | 47 | 3,407.88 | 2,797.94 |
| | Repayment of Supplier's Credit | 47 | (4,357.36) | (3,060.55) |
| | Net Proceeds from Short Term Borrowings | 47 | (3,924.16) | 955.39 |
| | Payment of Transaction Costs related to Borrowings | | - | (3.47) |
| | Repayment of Lease Liabilities | 47 | (6.34) | (6.34) |
| | Receipt of amount from CFCL Employees Welfare Trust | | 2.48 | 3.12 |
| | Interest Paid | | (256.63) | (477.06) |
| | Dividend Paid | | (124.66) | (249.14) |
| | Tax on Dividend Paid | | - | (51.32) |
| | Net Cash Flow (used in) Financing Activities | | (5,943.23) | (217.83) |
| | Net Increase in Cash and Cash Equivalents (A+B+C) | | 752.57 | 83.81 |
| | Cash and Cash Equivalents at the beginning of the Year | | 133.32 | 49.51 |
| | Cash and Cash Equivalents at the end of the Year | | 885.89 | 133.32 |
| | Components of Cash and Cash Equivalents : | | | |
| | Balances with Banks : | | | |
| | - on Current accounts | | 0.06 | 0.54 |
| | - on Cash Credit Accounts | | 10.80 | 10.93 |
| | - Deposits with original maturity of less than three months | | 875.00 | 121.78 |
| | Cash on hand | | 0.03 | 0.07 |
| | Total Cash and Cash Equivalents | 8C | 885.89 | 133.32 |

Note: Cash Flow from operating activities for the year ended on March 31, 2021 is after considering corporate social responsibility expenditure of Rs. 19.65 Crore (Previous Year : Rs.15.33 Crore).

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Statement of Cash Flows referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

Place : New Delhi
Date : May 10, 2021

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Abhay Bajjal
Chief Financial Officer

Place : New Delhi
Date : May 10, 2021

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

A: Equity Share Capital
Equity shares of Rs.10 each issued, subscribed and fully paid (refer note 10)

| | (Rs. in Crore) |
|----------------------|----------------|
| As at March 31, 2021 | 416.21 |
| As at March 31, 2020 | 416.21 |

B: Other Equity

For the Year Ended March 31, 2021

| Particulars | Reserves and Surplus | | | | | | | | | | Items of Other Comprehensive Income | Total |
|---|----------------------|----------------------------------|-----------------|--------------------|----------------------------|-----------------|---|--|---|-------------------|-------------------------------------|-----------------|
| | Treasury Shares | Loss on Treasury Shares acquired | Capital Reserve | Securities Premium | Capital Redemption Reserve | General Reserve | Tonnage Tax Reserve under Section 115VT of the Income Tax Act, 1961 | Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961 | Share Option Outstanding Account (refer note 10A) | Retained Earnings | Cash Flow Hedging Reserve | |
| As at April 01, 2020 | (7.75) | (1.30) | 0.21 | 6.42 | 0.25 | 584.26 | 0.50 | 42.25 | 2.64 | 3,254.12 | (381.93) | 3,499.67 |
| Profit for the Year | - | - | - | - | - | - | - | - | - | 1,347.04 | - | 1,347.04 |
| Other Comprehensive Income (Net of Tax): | | | | | | | | | | | | |
| - Re-measurement (Loss) on Defined Benefit Plans | - | - | - | - | - | - | - | - | - | (0.34) | - | (0.34) |
| - Effective Portion of Exchange Difference on Hedging Instruments | - | - | - | - | - | - | - | - | - | - | 151.91 | 151.91 |
| Total Comprehensive Income for the Year | - | - | - | - | - | - | - | - | - | 1,346.70 | 151.91 | 1,498.61 |
| Cash Dividends (refer note 43) | - | - | - | - | - | - | - | - | - | (124.86) | - | (124.86) |
| Exercise of Share Options | 2.85 | (0.36) | - | - | - | - | - | - | - | - | - | 2.49 |
| Transfer to General Reserve | - | - | - | - | - | 50.00 | - | - | - | (50.00) | - | - |
| Any Other Change (refer note below) | - | - | - | - | - | - | - | - | - | 0.19 | - | 0.19 |
| As at March 31, 2021 | (4.90) | (1.66) | 0.21 | 6.42 | 0.25 | 634.26 | 0.50 | 42.25 | 2.64 | 4,426.15 | (230.02) | 4,876.10 |

For the Year Ended March 31, 2020

| Particulars | Reserves and Surplus | | | | | | | | | | Items of Other Comprehensive Income | Total |
|--|----------------------|----------------------------------|-----------------|--------------------|----------------------------|-----------------|---|--|---|-------------------|-------------------------------------|-----------------|
| | Treasury Shares | Loss on Treasury Shares acquired | Capital Reserve | Securities Premium | Capital Redemption Reserve | General Reserve | Tonnage Tax Reserve under Section 115VT of the Income Tax Act, 1961 | Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961 | Share Option Outstanding Account (refer note 10A) | Retained Earnings | Cash Flow Hedging Reserve | |
| As at April 01, 2019 | (11.27) | (0.91) | 0.21 | 6.42 | 0.25 | 534.26 | 0.50 | 42.25 | 2.64 | 2,381.60 | (131.62) | 2,824.33 |
| Profit for the Year | - | - | - | - | - | - | - | - | - | 1,224.31 | - | 1,224.31 |
| Other Comprehensive Income (Net of Tax): | | | | | | | | | | | | |
| - Re-measurement (Loss) on Defined Benefit Plans | - | - | - | - | - | - | - | - | - | (1.31) | - | (1.31) |
| - Effective Portion of Exchange Difference on Hedging Instruments | - | - | - | - | - | - | - | - | - | - | (250.31) | (250.31) |
| Total Comprehensive Income for the Year | - | - | - | - | - | - | - | - | - | 1,223.00 | (250.31) | 972.69 |
| Cash Dividends (including Dividend Distribution Tax) (refer note 43) | - | - | - | - | - | - | - | - | - | (301.05) | - | (301.05) |
| Exercise of Share Options | 3.52 | (0.39) | - | - | - | - | - | - | - | - | - | 3.13 |
| Transfer to General Reserve | - | - | - | - | - | 50.00 | - | - | - | (50.00) | - | - |
| Any Other Change (refer note below) | - | - | - | - | - | - | - | - | - | 0.57 | - | 0.57 |
| As at March 31, 2020 | (7.75) | (1.30) | 0.21 | 6.42 | 0.25 | 584.26 | 0.50 | 42.25 | 2.64 | 3,254.12 | (381.93) | 3,499.67 |

Note: Any other change in retained earnings represents dividend on treasury shares and net results of ESOP trust operations.

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Statement of Changes in Equity referred in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Abhay Bajjal
Chief Financial Officer

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

Place : New Delhi
Date : May 10, 2021

Place : New Delhi
Date : May 10, 2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

1. Corporate Information

Chambal Fertilisers and Chemicals Limited (the 'Company') is a public company domiciled in India and has been incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at Gadepan, District Kota, Rajasthan, PIN- 325208.

The Company is engaged in production of Urea and has three Urea plants. Apart from manufacture of Urea, the Company also deals in other fertilisers and Agri-inputs.

These financial statements were authorised for issuance by the Board of Directors of the Company at its meeting held on May 10, 2021.

2. Significant Accounting Policies

2. (a) Basis of Preparation

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other relevant rules and provisions of the Act, as applicable.

The financial statements have been prepared on an accrual basis and under the historical cost basis, except for the following material items those have been measured at fair value as required by relevant Ind AS:

- Derivative financial instruments;
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefit plans and other long-term employee benefits;
- Share-based payment transactions; and
- Investment in debt instruments (i.e. preference shares).

The financial statements of the Company are presented in Indian Rupees (Rs.) and all values are presented in Crore, except when otherwise indicated.

The transactions and balances with values below rounding off norm adopted by the Company have been reflected as 0.00 in the financial statements.

2. (b) Summary of Significant Accounting Policies

i) Basis of Classification of Current and Non-Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current.

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

ii) Foreign Currency Translation

(a) Functional and Presentation Currency

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

(b) Initial Recognition

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount, the exchange rate between the functional currency and the foreign currency at the date of the transaction.

(c) Conversion

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost denominated in a foreign currency are

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

(d) Exchange Differences

Exchange differences arising on settlement or translation of monetary items are generally recognised in the Statement of Profit and Loss. Also refer note 2 (b)(xv) below.

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

(e) Translation of Foreign Operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet including comparatives are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each Statement of Profit and Loss including comparatives are translated at average exchange rates; and
- (iii) all resulting exchange differences have been recognised in other comprehensive income.

On disposal of foreign operations, the associated exchange differences are re-classified to profit or loss, as part of the gain or loss on disposal.

Cumulative currency translation differences for foreign operations were deemed to be zero at the date of transition to Ind AS, viz., April 01, 2015. Gain or loss on subsequent disposal of any foreign operations excludes translation differences that arose before the date of transition and includes only translation differences arising after the date of transition.

iii) Derivative Financial Instruments

Initial Recognition and Subsequent Measurement

Derivatives are initially recognised at fair value on the date of derivative contract and are subsequently re-measured at fair value at the end of each reporting period. The resulting gains / losses are recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The Company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Company documents the economic relationship between the hedging instrument and the hedged item including whether the changes in the cash flows of the hedging instrument are expected to offset changes in the cash flows of hedged items, along with the risk management objectives and its strategy for undertaking hedge transaction.

The Company has designated certain derivatives as hedge of foreign exchange risk associated with the cash flows of highly probable forecast transactions with borrowings.

Cash Flow Hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss.

Amounts previously recognised and accumulated in Other Comprehensive Income are re-classified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non-financial asset, such gains / losses are transferred from equity (but not as re-classification adjustment) and included in the initial measurement cost of the non-financial asset.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains/losses recognised in Other Comprehensive Income and accumulated in equity at that time remains in equity and is re-classified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognised immediately in the Statement of Profit and Loss.

iv) Fair Value Measurement

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

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

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

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

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

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

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

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

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

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

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

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

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

The management, in conjunction with the Company's external valuers and / or with available information, also compares the change in the fair value of each asset and liability with relevant available external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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

v) Non-current Assets held for Sale and Discontinued Operations

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset

(or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

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

Discontinued operations is a component of an entity that either has been disposed off, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose off a separate major line of business or geographical area of operations.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

Discontinued operations are excluded from the results of continuing operations and are presented as profit or loss before / after tax from discontinued operations in the Statement of Profit and Loss.

vi) Property, Plant and Equipment ("PPE")

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

Subsequent expenditure related to an item of PPE is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

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

Catalysts which are used in commissioning of new plant are capitalized and are amortized based on the estimated useful life as technically assessed. Subsequent issues of catalysts, if any, are treated as inventory.

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

vii) Leases

As a lessee:

Leases are recognised as a Right-of-Use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable.
- Variable lease payments.
- Amount expected to be payable by the Company under residual value guarantees, if any.

Right-of-Use assets are measured at cost comprising the following:

- The amount of initial measurement of lease liability.
- Any lease payment made at or before the commencement date less any lease incentive received.
- Any initial direct cost and restoration cost.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise Information technology/Computer equipment and small items of office furniture.

As a lessor:

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount

of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

viii) Depreciation on PPE and Right- of- Use Assets

Depreciation on PPE is calculated using the straight-line method to allocate their cost, net of their residual values, over their useful lives estimated by the management based on technical evaluation, which are equal to the useful life prescribed under Schedule II to the Companies Act, 2013, other than the cases as mentioned in table below from S.No. (i) to (vi), where the useful lives are different from those prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

A major portion of the plant and equipment of the Company has been considered as continuous process plant.

| S. No. | Assets | Useful lives |
|--------|--|---|
| (i) | - Leasehold Land - Leasehold Improvements - Assets under finance lease - Right -of-Use Assets | Amortised over 99 Years Ranging from 3 to 15 Years Ranging from 3 to 9 Years Over the life of lease period These assets are amortised over the period of respective leases or useful lives of assets, whichever is lower. |
| (ii) | Plant and Equipment | Over their useful lives ranging from 1 to 35 years |
| (iii) | Insurance / Capital / Critical Stores and Spares | Over the remaining useful life of related plant and equipment or useful life of insurance / capital / critical spare part, whichever is lower. |
| (iv) | Vehicles | Depreciated over 5 years. After the expiry of 5 years, the vehicle gets normally replaced. |
| (v) | Railway Siding | 30 years based on technical evaluation that the railway siding is currently in use. |
| (vi) | Building (other than factory building) and Reinforced Cement Concrete Frame structure | Over their useful lives ranging from 10 to 60 years. |

Assets costing below Rs. 5,000 are depreciated in the year of purchase.

The residual values, useful lives and methods of depreciation of PPE and Right-of-Use assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

ix) Intangible Assets

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

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

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Ind AS-8 "Accounting Policies, Changes in Accounting Estimates and Errors".

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

x) Impairment of Non-financial Assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or

groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period. In case events which caused impairment initially cease to exist, impairments are only reversed to the extent that increased carrying amount of the asset does not exceed the carrying amount that would have been in place had there been no impairment carried out in the first place, taking into account the normal depreciation/ amortization.

xi) Financial Instruments

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

(a) Financial assets

Initial Recognition and Measurement

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

Subsequent Measurement

Debt Instruments

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

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

Debt Instruments at amortised cost

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

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

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

Debt Instruments at FVTOCI

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

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

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

Debt Instruments at FVTPL

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

Equity Instruments

For the purposes of subsequent measurement, equity instruments are classified in two categories:

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

All equity investments are measured at fair value. The Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

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

Investment in Subsidiaries and Joint Venture

Investment in subsidiaries and joint venture is carried at deemed cost in the separate financial statements, except in case of investment in preference shares (debt instrument) of a subsidiary company which is carried in accordance with Ind AS 109 'Financial Instruments'.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

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

Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. Assessment of such credit risk is being made on case to case basis based on available information.

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

The allowance for doubtful debts/ advances or impairment of assets is made on case to case basis by considering relevant available information.

(b) Financial Liabilities

Initial recognition and measurement

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

Subsequent Measurement

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

Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 'Financial instruments'.

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

Loans and Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption / repayment amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Financial Guarantee Contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 109 'Financial instruments' and the amount initially recognised less cumulative amortisation, where appropriate. The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another financial liability on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of Financial Instruments

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

xii) Cash and Cash Equivalents

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

xiii) Dividend to Equity Holders of the Company

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

xiv) Inventories

Inventories are valued as follows:

| | |
|---|---|
| Spares and Lubricants* | Lower of cost and net realisable value. Cost is determined on weighted average basis. |
| Raw Materials, Packing Materials, Other Stores and Spares | Lower of cost and net realisable value. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis. |
| Catalyst in Use | At depreciated cost on the basis of amortization over their estimated useful lives ranging from two to fifteen years as technically assessed. |
| Loose Tools | At depreciated cost arrived at on the basis of amortization over a period of three years. |
| Work in Process and Finished goods | Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a weighted average basis. |
| Traded Products | Lower of cost and net realisable value. Cost is determined on weighted average basis. |

* included under the inventory of stores and spares.

Cost includes the necessary cost incurred in bringing inventory to its present location and condition necessary for use.

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

xv) Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs include interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is de-capitalised from the qualifying assets.

xvi) Revenue Recognition and Other Income

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non cash consideration, and consideration payable to the customer (if any).

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company fulfils its performance obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract Liabilities in respect of advance from customers is disclosed under "other current liabilities". Contract liabilities are recognised as revenue when the Company performs under the contract.

(a) Sale of Goods

Revenue, including subsidy, in respect of sale of goods is recognised at a point in time when control of the goods has transferred, being when the goods are delivered to the buyer, the buyer has full discretion over the goods and there is no unfulfilled obligation that could affect the buyer's acceptance of the goods. Revenue (other than subsidy) from the sales is recognised based on price specified in the contract, net of estimated volume discount. Amounts disclosed as revenue are net of returns and allowances, trade discounts, rebates and goods & service tax (GST). The Company collects GST on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, these are excluded from the revenue.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Subsidy on Urea including freight have been accounted on the basis of notified concession prices as under:

- (i) New Pricing Scheme (NPS) – Stage III and Modified NPS III;
- (ii) New Urea Policy 2015;
- (iii) New Investment Policy 2012 (amended); and
- (iv) Uniform Freight Policy.

The concession price and freight is accounted based on notified prices, further adjusted for input price escalation/ de-escalation and as estimated by the management based on the prescribed norms in line with known policy parameters.

Subsidy on Phosphatic and Potassic (P&K) fertilisers is recognized as per concession rates notified by the Government of India in accordance with Nutrient Based Subsidy Policy from time to time and Freight subsidy has been accounted for in line with the policy of the Government of India.

Subsidy on City Compost, if any, is recognized based on rates, as notified by the Government of India.

(b) Interest Income and Guarantee Commission

Interest income is calculated by applying the effective interest rate to gross carrying amount of a financial asset except for financial asset that subsequently become credit impaired. In case of credit impaired financial asset, the effective interest rate is applied to the net carrying amount of the financial assets (after deduction of the loss allowance).

Guarantee Commission is as per the terms of arrangement in the normal course of business and to be settled through receipt/payment.

(c) Dividend

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(d) Insurance Claims

Claims receivable on account of insurance are accounted for to the extent the Company is reasonably certain of their ultimate collection.

xvii) Retirement and Other Employee Benefits

- (a) Retirement benefit in the form of Provident Fund is a defined benefit obligation of the Company and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. The difference between the actuarial valuation of the provident fund of employees at the year-end and the balance of own managed fund is provided for as liability in the books. Any excess of plan asset over projected benefit obligation is ignored as such surplus is distributed to the beneficiaries of the trust.

The Company's contribution paid/ payable during the year to Pension Fund, Provident Fund, Superannuation Fund and Employees' State Insurance Corporation are recognised in the Statement of Profit and Loss.

Pension Fund of the Company is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability.

- (b) Superannuation Fund is a defined contribution scheme. Liability in respect of Superannuation Fund to the concerned employees of the Company is accounted for as per the Company's Scheme and contributed to concerned insurers every year. The Company does not have any other obligation, other than the contribution payable to the superannuation fund. The Company recognizes contribution payable to the superannuation fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability.
- (c) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Gratuity plan of the Company is funded with insurance companies to cover the gratuity liability of the employees. The difference between the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with insurance companies is provided for as liability in the books.
- (d) Retirement benefit in the form of post-retirement medical benefits is a defined benefit obligation of the Company and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year.
- (e) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

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- (f) Long service awards are other long-term benefits accruing to the eligible employees, as per Company's scheme. The cost of providing benefit under long service awards scheme is determined on the basis of actuarial valuation using the projected unit credit method at the reporting date. This is unfunded defined benefit scheme.
- (g) Settlement allowance are other long-term benefits accruing to the eligible employees, as per Company's scheme. The cost of providing benefit under settlement allowance is determined on the basis of actuarial valuation using the projected unit credit method at the reporting date. This is unfunded defined benefit scheme.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI and such re-measurement gain / loss are not reclassified to the Statement of Profit and Loss in the subsequent periods. They are included in retained earnings in the Statement of Changes in Equity.

xviii) Income Taxes

Tax expense or credit comprises of current income tax and deferred tax. Current income-tax expense or credit is measured at the amount expected to be paid to the taxation authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount of current income tax are those that are enacted or substantively enacted, at the reporting date. Deferred Income tax is determined using tax rates (and laws) that have been enacted or substantively enacted, at the reporting date and are expected to apply when the related deferred income tax assets are realised or the deferred income tax liabilities are settled.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and interest in joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are off-set if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the accounting framework and other applicable accounting pronouncements, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement" and grouped under Deferred Tax. The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

xix) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Chief operating decision maker considers the business activities in terms of nature of products i.e. manufacturing/marketing of fertilisers & other agri-inputs. The analysis of geographical segments is based on the locations of customers. (refer note 29)

Segment Accounting Policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting financial statements of the Company as a whole.

xx) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Company and the weighted average number of equity shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xxi) Contingent Assets and Liabilities

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

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

xxii) Share-Based Payments

Share-based compensation benefits are provided to employees via the Company's Employees Stock Option Scheme. The fair value of options granted under the Employees Stock Option Scheme of the Company is recognised as an employee benefits expense with a corresponding increase in equity. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

xxiii) Treasury Shares

The Company has created CFCL Employees Welfare Trust ('ESOP Trust') for providing share-based payment to its employees. The Company uses Trust as a vehicle for distributing shares to employees under the Employees Stock Option Scheme. The ESOP Trust has bought shares of the Company from the market, for giving shares to employees. The Company treats ESOP Trust as its extension and shares held by ESOP Trust are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) have been recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are satisfied with treasury shares.

xxiv) Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2021

(Rs in Crore)

| Particulars | Own Assets | | | | | | | | | | | | Right - of - Use Assets (refer note 33) |
|--|---------------|----------------|---------------|------------------------|---|----------------|---------------------|-------------------|------------------|------------------------|--------------|-----------------|---|
| | Land-Freehold | Land-Leasehold | Buildings | Leasehold Improvements | Leasehold Improvements (on Finance Lease) | Railway Siding | Plant and Equipment | Factory Equipment | Office Equipment | Furniture and Fittings | Vehicles | Total | |
| Note 3 : Property, Plant and Equipment and Right -of-Use Assets | | | | | | | | | | | | | |
| Deemed Cost | | | | | | | | | | | | | |
| As at April 01, 2019 | 0.20 | 4.30 | 730.32 | 0.47 | 1.08 | 8.09 | 6,352.11 | 18.24 | 20.72 | 4.34 | 16.38 | 7,156.25 | - |
| Additions | 1.00 | - | 33.20 | - | - | 0.06 | 116.60 | 1.27 | 2.56 | 0.75 | 2.29 | 157.73 | 25.80 |
| Deletions | - | - | - | - | - | - | (34.42) | (0.14) | (0.11) | (0.03) | (1.43) | (36.13) | - |
| As at March 31, 2020 | 1.20 | 4.30 | 763.52 | 0.47 | 1.08 | 8.15 | 6,434.29 | 19.37 | 23.17 | 5.06 | 17.24 | 7,277.85 | 25.80 |
| Additions | 4.55 | - | 1.83 | - | - | - | 54.43 | 3.47 | 3.12 | 0.26 | 3.52 | 71.18 | 1.43 |
| Deletions | - | - | (4.23) | - | - | - | (2.80) | (0.19) | (0.89) | (0.02) | (1.83) | (9.96) | (0.84) |
| As at March 31, 2021 | 5.75 | 4.30 | 761.12 | 0.47 | 1.08 | 8.15 | 6,485.92 | 22.65 | 25.40 | 5.30 | 18.93 | 7,339.07 | 26.39 |
| Depreciation and Impairment | | | | | | | | | | | | | |
| As at April 01, 2019 | - | 0.20 | 18.53 | 0.21 | 0.93 | 0.85 | 266.60 | 3.70 | 10.74 | 1.42 | 10.15 | 313.33 | - |
| Charge for the Year | - | 0.06 | 24.96 | 0.05 | - | 0.32 | 247.19 | 1.43 | 2.83 | 0.48 | 2.97 | 280.29 | 5.35 |
| Deletions | - | - | - | - | - | - | (10.80) | (0.05) | (0.06) | (0.03) | (1.19) | (12.13) | - |
| Impairment (refer footnote (4) below) | - | - | 2.41 | - | - | - | 15.28 | 0.09 | 0.01 | - | - | 17.79 | - |
| As at March 31, 2020 | - | 0.26 | 45.90 | 0.26 | 0.93 | 1.17 | 518.27 | 5.17 | 13.52 | 1.87 | 11.93 | 599.28 | 5.35 |
| Charge for the Year | - | 0.06 | 25.62 | 0.05 | - | 0.32 | 250.22 | 1.56 | 2.87 | 0.44 | 1.62 | 282.76 | 5.31 |
| Deletions | - | - | (0.27) | - | - | - | (1.86) | (0.09) | (0.88) | (0.02) | (1.53) | (4.65) | (0.84) |
| As at March 31, 2021 | - | 0.32 | 71.25 | 0.31 | 0.93 | 1.49 | 766.63 | 6.64 | 15.51 | 2.29 | 12.02 | 877.39 | 9.82 |
| Net Book Value | | | | | | | | | | | | | |
| As at March 31, 2020 | 1.20 | 4.04 | 717.62 | 0.21 | 0.15 | 6.98 | 5,916.02 | 14.20 | 9.65 | 3.19 | 5.31 | 6,678.57 | 20.45 |
| As at March 31, 2021 | 5.75 | 3.98 | 689.87 | 0.16 | 0.15 | 6.66 | 5,719.29 | 16.01 | 9.89 | 3.01 | 6.91 | 6,461.68 | 16.57 |

Footnotes:

- Freehold land having carrying value Rs. 0.01 Crore (Previous Year : Rs. 0.01 Crore) and Leasehold land having carrying value of Rs. 0.31 Crore (Previous Year : Rs. 0.31 Crore) are yet to be registered in the Company's name.
- The carrying value of Buildings includes Rs. 0.00 Crore (Previous Year : Rs. 0.00 Crore) representing undivided share in assets jointly owned with others.
- Deletions from Plant and Equipment includes Equipment having gross block of Rs. 2.43 Crore (Previous Year: Rs. 1.56 Crore) and Office Equipment includes Equipment having gross block of Rs. 0.00 Crore (Previous Year: Nil) and Accumulated Depreciation of Rs. 1.79 Crore (Previous Year : Rs. 1.51 Crore) transferred to 'Assets held for sale' (refer note 44).
- It represents impairment of Single Super Phosphate (SSP) plant being cash generating unit (CGU). Management was monitoring the operation of the CGU for past years and reassessed the carrying value as per Ind AS 36 'Impairment of Assets'. As per management assessment, CGU had been impaired as Company had decided not to produce the related products resulting into no operations during the previous years and in immediate future years. Accordingly, assets in CGU have been recorded at recoverable value resulting into impairment of Property plant and equipment amounting to Rs. 17.79 Crore and other assets which includes Inventory written off amounting to Rs. 1.59 Crore during the previous year. Refer note 7 for other assets and note 23 of other expenses for impact on Statement of Profit and Loss for the year ended March 31, 2020.
The impairment loss of SSP plant had been calculated using recoverable value (fair value less cost to sell) inputs and Cost approach had been used as valuation technique. Basis aforesaid an amount of Rs. 0.94 Crore had been estimated as recoverable value. An increase/ (decrease) in fair value by 10% will result into increase / (decrease) by Rs. 0.09 Crore.
- Capital Work-in-Progress of Rs. 160.52 Crore (Previous Year : Rs. 84.99 Crore) primarily represents capital expenditure in respect of Plant and Machinery & Buildings.
- Leasehold Improvements (on Finance Lease) had been fully depreciated in earlier years carried at residual value.

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2021

| (Rs. in Crore) | | |
|--|-------------|-------------|
| Particulars | Software | Total |
| NOTE 4A : OTHER INTANGIBLE ASSETS | | |
| Deemed Cost | | |
| As at April 01, 2019 | 8.87 | 8.87 |
| Additions | 0.11 | 0.11 |
| As at March 31, 2020 | 8.98 | 8.98 |
| Additions | 0.73 | 0.73 |
| Deletions | (1.48) | (1.48) |
| As at March 31, 2021 | 8.23 | 8.23 |
| Amortization and Impairment | | |
| As at April 01, 2019 | 5.75 | 5.75 |
| Charge for the Year | 1.22 | 1.22 |
| As at March 31, 2020 | 6.97 | 6.97 |
| Charge for the Year | 1.15 | 1.15 |
| Deletions | (1.48) | (1.48) |
| As at March 31, 2021 | 6.64 | 6.64 |
| Net Book Value | | |
| As at March 31, 2020 | 2.01 | 2.01 |
| As at March 31, 2021 | 1.59 | 1.59 |

NOTE 4B : INTANGIBLE ASSETS UNDER DEVELOPMENT

Intangible assets under development of Rs. 0.27 Crore (Previous Year : Nil) majorly represents New Warehouse Management System.

| (Rs. in Crore) | | |
|---|-------------------------|-------------------------|
| Particulars | As at March 31, 2021 | As at March 31, 2020 |
| NOTE 5 : FINANCIAL ASSETS | | |
| NOTE 5A : NON-CURRENT INVESTMENTS | | |
| A. Investment carried at Deemed Cost | | |
| Equity Instruments (Unquoted) | | |
| Subsidiary Companies | | |
| - Nil (Previous Year: 1,09,962) equity shares of Singapore \$ 1 each fully paid up in India Steamship Pte. Ltd., Singapore# | - | - |
| - Nil (Previous Year : Nil) equity shares of Rs.10 each fully paid up in India Steamship Limited## | - | - |
| - 94,00,000 (Previous Year: 94,00,000) equity shares of Rs.10 each fully paid up in Chambal Infrastructure Ventures Limited | 3.60 | 3.60 |
| - 29,32,947 (Previous Year: 29,32,947) ordinary shares of US\$ 0.0001 each fully paid up in CFCL Ventures Limited | 0.00 | 0.00 |
| Joint Venture | | |
| - 2,06,666 (Previous Year: 2,06,666) shares of Moroccan Dirham 1,000 each fully paid up in Indo Maroc Phosphore S.A.- IMACID | 285.87 | 285.87 |
| B. Investment carried at Fair Value through Profit or Loss | | |
| Equity Instruments (Unquoted) | | |
| - 20,000 (Previous Year: 20,000) equity shares of Rs.10 each fully paid up in Shivalik Solid Waste Management Limited | 0.02 | 0.02 |
| - 2,180 (Previous Year: 2,180) equity shares of Rs.10 each fully paid up in Woodlands Multispeciality Hospital Limited | 0.00 | 0.00 |
| Preference Shares (Unquoted) | | |
| Subsidiary Companies | | |
| - 80,01,48,60,459 (Previous Year: 1,48,60,459) preference shares of US\$ 0.0001 each fully paid up in CFCL Ventures Limited (refer footnote 1, 2 & 3 below) (refer note 30) | 13.44 | - |

(Rs. in Crore)

| Particulars | (Rs. in Crore) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| C. Investment carried at Amortised Cost | | |
| Government Securities (Unquoted) | | |
| - 6 Year National Savings Certificates VIII Issue (lodged with Government Authorities) | 0.00 | 0.00 |
| - Indira Vikas Patra | 0.00 | 0.00 |
| | 302.93 | 289.49 |
| Aggregate amount of Unquoted Investments | 302.93 | 289.49 |
| Aggregate amount of impairment in the value of investments | 1.77 | 28.68 |

Part of the amount of investment in said subsidiary has been returned to the Company before March 31, 2020 on account of closure of bank account as part of the dissolution process and remaining investment has been impaired. The subsidiary has been dissolved on April 06, 2020.

Dissolved on February 09, 2021.

Footnotes:

- CFCL Ventures Limited has issued ordinary shares, preference shares (series A-1, B-1, C-1, D-1, E-1, F-1, G, H, I, J & K) and warrants for ordinary shares and preference shares (series G, H & I). Conversion ratio of different series of non cumulative convertible preference shares into ordinary shares of CFCL Ventures Limited are as follows-Series A1 & B1 preference shares will be converted in the ratio of 1:1.22, Series C1, D1 & E1 preference shares will be converted in the ratio of 1:1.68, Series F-1 preference shares will be converted in the ratio of 1:1.33, Series G, H, I, J & K preference shares will be converted in the ratio of 1:1. This conversion is subject to adjustments set forth, if any, in the Articles of Association of CFCL Ventures Limited.
- During the previous year, ISGN Corporation ("ISGN, USA") and ISG Novasoft Technologies Limited, ("ISGN, India"), subsidiaries of CFCL Ventures Limited ("CVL") have sold/transferred certain assets/liabilities to the respective buyers. In view of the same, the Company had re-measured the fair value of its investment in preference shares of CVL as at March 31, 2020 and assessed its commitment in respect of ISGN, USA and provided for a loss of Rs. 72.15 Crore including impaired value of investment of Rs. 28.53 Crore carried at fair value through profit or loss, which had been shown as Exceptional items as per Note 24.
As part of the aforesaid transactions, the Company executed keepwell agreements with the respective buyers and the concerned subsidiaries. As per the terms of the aforesaid keepwell agreements, the Company has to ensure that the concerned subsidiary has sufficient funds to enable it to make payments against indemnity obligations of the subsidiary under the agreements executed for sale / transfer of assets / liabilities. The aggregate indemnity obligations of the subsidiaries under the aforesaid agreements shall not exceed Rs.119.92 Crore (Previous Year : Rs. 122.86 Crore).
- During the year ended March 31, 2021, the Company has made investment of Rs. 58.83 Crore in the preference shares of CFCL Ventures Limited, Cayman Islands ("CVL"). During the previous year, the Company had recognised liability of Rs. 43.62 Crore towards Commitment in relation to Investment. Further, the Company has re-measured fair value of its investment in the preference shares of CVL. Accordingly, the carrying value of the aforesaid investment to the extent of Rs. 43.62 Crore has been adjusted against the said liability and balance amount of Rs. 13.44 Crore has been shown as carrying value of Investment after providing fair value loss of Rs. 1.77 Crore as shown in Note 23.

| Particulars | (Rs. in Crore) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| NOTE 5B : NON CURRENT LOANS | | |
| Loans to Employees: | | |
| (a) Loans Receivables Considered Good - Secured | 0.25 | 0.32 |
| (b) Loans Receivables Considered Good - Unsecured | 0.12 | 0.15 |
| (c) Loans Receivables which have significant increase in Credit Risk | - | - |
| (d) Loans Receivables - credit impaired | - | - |
| | 0.37 | 0.47 |
| NOTE 5C : OTHER NON CURRENT FINANCIAL ASSETS (Unsecured, Considered Good) | | |
| Security Deposits | 3.30 | 3.29 |
| Deposit with Banks having maturity more than 12 months (refer note 8D) | 0.02 | 0.02 |
| | 3.32 | 3.31 |
| NOTE 6 : OTHER NON-CURRENT ASSETS (Unsecured, Considered Good) | | |
| Capital Advances | 11.17 | 5.77 |
| Catalysts in use (valued based on life technically assessed) | 13.57 | 19.91 |
| Prepaid Expenses | 4.72 | 6.02 |
| | 29.46 | 31.70 |
| NOTE 7 : INVENTORIES | | |
| Raw Materials | 1.53 | 1.67 |
| Work-in-Progress | 6.99 | 9.09 |
| Finished Goods {including in transit- Rs. 20.19 Crore (Previous Year: Rs. 51.28 Crore)} * | 221.48 | 343.83 |
| Traded Goods {including in transit- Rs. 60.87 Crore (Previous Year: Rs. 9.76 Crore)} * | 447.26 | 676.68 |
| Stores and Spares {including in transit- Rs. 1.03 Crore (Previous Year: Rs. 0.14 Crore)} * | 94.90 | 89.72 |
| Loose Tools | 0.22 | 0.36 |
| Catalysts in use (valued based on life technically assessed) | 6.35 | 8.35 |
| Packing Materials | 10.41 | 5.90 |
| | 789.14 | 1,135.60 |
| *Inventory valuing Rs. 0.04 Crore (Previous Year: Rs. 2.09 Crore) has been written off. | | |
| NOTE 8 : CURRENT FINANCIAL ASSETS | | |
| NOTE 8A : CURRENT INVESTMENTS | | |
| Investment carried at Fair Value through Profit or Loss | | |
| Unquoted | | |
| Investment in Bonds | | |
| 320 (Previous Year: 320), 9.45% Corporate Bonds of Rs.10,00,000 each in IL&FS Transportation Networks Limited # | - | - |
| | - | - |
| Aggregate amount of Unquoted Investments | - | 21.50 |
| Less: Fair Value Loss on Investment measured at Fair Value through Profit or Loss | - | 21.50 |
| Total Current Investments | - | - |
| # Fair Value Loss had been recognised for entire value during the previous years. | | |

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| NOTE 8B : TRADE RECEIVABLES | | |
| Trade Receivables Considered Good - Secured | 23.39 | 63.74 |
| Trade Receivables Considered Good - Unsecured (including subsidy receivable from Government of India- Rs. 1,103.28 Crore (Previous Year: Rs. 5,349.33 Crore)) | 1,151.20 | 5,499.37 |
| Trade Receivables Considered Doubtful - Unsecured (including subsidy receivable from Government of India- Rs. 0.26 Crore (Previous Year : Nil)) | 16.51 | 16.03 |
| | 1,191.10 | 5,579.14 |
| Less: Allowance for Doubtful Debts | 16.51 | 16.03 |
| Total Trade Receivables (Net of Allowances) | 1,174.59 | 5,563.11 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | - | - |
| | 1,174.59 | 5,563.11 |
| NOTE 8C : CASH AND CASH EQUIVALENTS | | |
| Balances with Banks : | | |
| On Current Accounts | 0.06 | 0.54 |
| On Cash Credit Accounts | 10.80 | 10.93 |
| Deposits with original maturity of less than three months | 875.00 | 121.78 |
| Cash on hand | 0.03 | 0.07 |
| | 885.89 | 133.32 |
| There is no repatriation restrictions on cash and cash equivalents. | | |
| NOTE 8D : BANK BALANCES OTHER THAN 8C ABOVE | | |
| On Unpaid Dividend Accounts | 15.00 | 17.45 |
| Deposits with remaining maturity for less than 12 months | - | 0.05 |
| Deposits with remaining maturity for more than 12 months * | 0.02 | 0.02 |
| | 15.02 | 17.52 |
| Less: Deposits with remaining maturity more than 12 months disclosed under 'other non current financial assets' (refer note 5C) | 0.02 | 0.02 |
| | 15.00 | 17.50 |
| * Fixed Deposit receipts of Rs.0.02 Crore (Previous Year : Rs.0.02 Crore) are pledged with Sales Tax Authorities. | | |
| NOTE 8E : CURRENT LOANS | | |
| Loans to Employees: | | |
| (a) Loans Receivables Considered Good - Secured | 0.08 | 0.10 |
| (b) Loans Receivables Considered Good - Unsecured | 0.02 | 0.02 |
| (c) Loans Receivables which have significant increase in Credit Risk | - | - |
| (d) Loans Receivables - credit impaired | - | - |
| | 0.10 | 0.12 |

| Particulars | (Rs. in Crore) | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| NOTE 8F : OTHER CURRENT FINANCIAL ASSETS | | |
| (Unsecured and Considered Good, except to the extent stated) | | |
| Derivatives | | |
| Derivative Financial Assets | - | 37.70 |
| Others | | |
| Receivable from Gas Pool Operator | 125.42 | 267.62 |
| Receivable from Subsidiary Companies / Joint Venture (refer note 30) | - | 0.20 |
| Security Deposits | 4.74 | 4.86 |
| Insurance and Other Claims Receivable (Considered Doubtful Rs.1.65 Crore (Previous Year: Rs.1.65 Crore)) | 4.20 | 4.76 |
| Interest Receivable on Deposits | 0.09 | 0.14 |
| Other General Receivables including rebates | 19.90 | 6.96 |
| | 154.35 | 322.24 |
| Less: Allowance for Doubtful Advances | 1.65 | 1.65 |
| | 152.70 | 320.59 |
| NOTE 9 : OTHER CURRENT ASSETS | | |
| (Unsecured and Considered Good, except to the extent stated) | | |
| Advances to Suppliers | 13.07 | 9.35 |
| (Considered Doubtful Rs. 0.48 Crore (Previous Year : Rs. 0.48 Crore)) | | |
| Balances with Statutory / Government Authorities | 125.85 | 125.29 |
| (Considered Doubtful Rs. 44.16 Crore (Previous Year: Rs. 44.61 Crore)) | | |
| Interest Receivable - Others | 0.33 | 0.33 |
| Prepaid Expenses | 18.82 | 37.27 |
| Other General Receivables | 0.85 | 0.55 |
| | 158.92 | 172.79 |
| Less: Allowance for Doubtful Advances | 44.64 | 45.09 |
| | 114.28 | 127.70 |
| NOTE 10 : SHARE CAPITAL | | |
| Authorised : | | |
| 44,00,00,000 (Previous Year: 44,00,00,000) Equity Shares of Rs.10 each | 440.00 | 440.00 |
| 21,00,00,000 (Previous Year: 21,00,00,000) Redeemable Preference Shares of Rs.10 each | 210.00 | 210.00 |
| | 650.00 | 650.00 |
| Issued, Subscribed and Paid up : | | |
| 41,62,07,852 (Previous Year: 41,62,07,852) Equity Shares of Rs.10 each, fully paid up | 416.21 | 416.21 |
| | 416.21 | 416.21 |

a) Reconciliation of the Shares Outstanding at the beginning and at the end of the Reporting Periods

There is no movement in the equity shares outstanding at the beginning and at the end of the reporting periods.

b) Terms / Rights attached to Equity Shares-

The Company has only one class of shares having a par value of Rs.10 per share fully paid up. Each holder of equity shares is entitled to one vote per share and the equity shares will rank pari passu with each other in all respects. The Company declares and pays dividend in Indian rupees. The dividend recommended / proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. Further, the Board of Directors may also declare an interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities.

c) **Details of Shareholders holding more than 5% shares in the Company**

| Name | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|-----------|----------------------|-----------|
| | No. of shares | % holding | No. of shares | % holding |
| The Hindustan Times Limited | 5,93,71,221 | 14.26 | 5,71,68,649 | 13.74 |
| Zuari Global Limited | 5,90,15,360 | 14.18 | 5,90,15,360 | 14.18 |
| SIL Investments Limited | 3,33,43,455 | 8.01 | 3,33,43,455 | 8.01 |
| HDFC Trustee Company Ltd. A/c HDFC Balanced Advantage Fund and its Associate Funds | 2,67,08,128 | 6.42 | 3,84,99,215 | 9.25 |

As per the records of the Company, including its register of shareholders / members, the above shareholding represents both legal and beneficial ownership of shares.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| NOTE 10A : OTHER EQUITY* | | |
| Reserves and Surplus: | | |
| (a) Securities Premium | 6.42 | 6.42 |
| (b) Retained Earnings | 4,426.15 | 3,254.12 |
| (c) General Reserve | 634.26 | 584.26 |
| (d) Treasury Shares | (4.90) | (7.75) |
| (e) Loss on Treasury Shares Acquired | (1.66) | (1.30) |
| (f) Capital Reserve | 0.21 | 0.21 |
| (g) Capital Redemption Reserve | 0.25 | 0.25 |
| (h) Tonnage Tax Reserve under Section 115VT of the Income Tax Act, 1961 | 0.50 | 0.50 |
| (i) Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961 | 42.25 | 42.25 |
| (j) Share Option Outstanding Account | 2.64 | 2.64 |
| Total | 5,106.12 | 3,881.60 |
| Other Comprehensive Income: | | |
| (k) Cash Flow Hedging Reserve | (230.02) | (381.93) |
| Total | (230.02) | (381.93) |
| Other Equity | 4,876.10 | 3,499.67 |

* For movement during the year, refer Statement of Changes in Equity.

Description of Nature and Purpose of each Reserve

(a) Securities Premium

Securities Premium represents amount received on issue of shares in excess of the par value. Utilisation of reserve will be as per the provisions of the relevant statute.

(b) Retained Earnings

Retained Earnings comprises of prior years as well as current year's undistributed earnings after taxes.

(c) General Reserve

General Reserve is a free reserve. It represents appropriation of profit by the Company. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. Utilisation of reserve will be as per the provisions of the relevant statute.

(d) Treasury Shares

Treasury Shares represents equity shares of the Company acquired by CFCL Employees Welfare Trust from the secondary market to allocate or transfer these shares to eligible employees of the Company from time to time on the terms and conditions specified under the CFCL Employees Stock Option Scheme, 2010.

(e) Loss on Treasury Shares

Loss on Treasury Shares acquired represents the amount of loss incurred by CFCL Employees Welfare Trust, on the transfer of equity shares to the eligible employees of the Company as per CFCL Employees Stock Option Scheme, 2010.

(f) Capital Reserve: Capital Reserve represents the amount on account of forfeiture of equity shares of the Company. Utilisation of reserve will be as per the provisions of the relevant statute.

(g) Capital Redemption Reserve

Capital Redemption Reserve represents reserve created on redemption of preference shares. Utilisation of reserve will be as per the provisions of the relevant statute.

(h) & (i) Tonnage Tax Reserve and Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961:

These reserves were created till the time erstwhile 'Shipping Division' was under Tonnage Tax Regime.

(j) Share Option Outstanding Account

The Share Option Outstanding Account is used to recognise the grant date fair value of options issued to employees under the CFCL Employees Stock Option Scheme, 2010. Refer to note 36 for further details of the plan.

(k) Cash Flow Hedging Reserve

The Company uses hedging instrument as part of its management of foreign currency risk associated with its highly probable forecast sale. Foreign currency risk associated with highly forecasted sale transaction is being hedged by taking foreign currency loans.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| NOTE 11 : FINANCIAL LIABILITIES | | |
| NOTE 11A: NON CURRENT BORROWINGS | | |
| Secured Loans: | | |
| Term Loans: | | |
| - External Commercial Borrowings | 2,822.38 | 3,455.71 |
| - Foreign Currency Loans from Financial Institution | 1,025.61 | 1,224.43 |
| | 3,847.99 | 4,680.14 |
| Less : Current maturities of Long Term Borrowings shown under "Other Current Financial Liabilities" (refer note 14C) | 771.60 | 705.53 |
| Non-Current Borrowings (as per Balance Sheet) | 3,076.39 | 3,974.61 |
| (a) Details of Borrowings and Transaction Costs | | |
| (i) External Commercial Borrowings | | |
| External Commercial Borrowings (refer (b) i below) | 2,842.43 | 3,482.60 |
| Less: Transaction Costs | 20.05 | 26.89 |
| Carrying Value of External Commercial Borrowings | 2,822.38 | 3,455.71 |
| (ii) Foreign Currency Loans from Financial Institution | | |
| Foreign Currency Term Loans from Financial Institution (refer (b) ii below) | 1,034.34 | 1,235.18 |
| Less: Transaction Costs | 8.73 | 10.75 |
| Carrying Value of Foreign Currency Loans from Financial Institution | 1,025.61 | 1,224.43 |

(b) Nature of Security, Terms and Repayment Schedule:

- i. External Commercial Borrowings ("ECB") from banks of USD 38.87 Crore (Rs. 2,842.43 Crore including current maturity of Rs. 612.47 Crore) (Previous Year: Rs. 3,482.60 Crore including current maturity of Rs.540.84 Crore) carry interest in the range of 3 months LIBOR plus 1.85% - 2.30% per annum. ECB amounting to USD 32.37 Crore (Rs. 2,367.18 Crore including current maturity of Rs.539.36 Crore) are repayable in 18 quarterly instalments starting from June 30, 2021 (which were earlier repayable in 9 half yearly instalments starting from September 30, 2021). ECB amounting to USD 6.50 Crore (Rs. 475.25 Crore including current maturity of Rs. 73.11 Crore) are repayable in 26 equal quarterly instalments starting from June 30, 2021 (which were earlier repayable in 13 half yearly instalments starting from September 30, 2021). These ECBs are secured by first pari-passu charge by way of mortgage, by deposit of title deeds in respect of immovable properties of the Company and hypothecation of the movable fixed assets of the Company, both present and future subject to prior charges created in favour of banks on current assets and other movables for securing working capital borrowings.
- ii. Foreign currency term loans from a financial institution of USD 14.15 Crore (Rs.1,034.34 Crore including current maturity of Rs.159.13 Crore) (Previous Year: Rs.1,235.18 Crore including current maturity of Rs.164.69 Crore) carry interest in the range of 3 months LIBOR plus 2.05% - 2.30% per annum. These term loans are repayable in 26 equal quarterly instalments starting from June 30, 2021 (which were earlier repayable in 13 half yearly instalments starting from September 30, 2021). These loans are secured by first pari-passu charge by way of mortgage, by deposit of title deeds in respect of immovable properties of the Company and hypothecation of the movable fixed assets of the Company, both present and future subject to prior charges created in favour of banks on current assets and other movables for securing working capital borrowings.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| NOTE 12 : LONG TERM PROVISIONS | | |
| Provision for Employee Benefits | | |
| - Gratuity (refer note 31) | 9.05 | 6.65 |
| - Post Retirement Medical Benefits (refer note 31) | 4.89 | 4.91 |
| | 13.94 | 11.56 |
| NOTE 13 : OTHER NON CURRENT LIABILITIES | | |
| Other Employee Benefits Obligations | 3.20 | 3.33 |
| | 3.20 | 3.33 |
| NOTE 14 : FINANCIAL LIABILITIES | | |
| NOTE 14A : CURRENT BORROWINGS | | |
| Secured Loans: | | |
| From Banks: | | |
| - Rupee Loans (refer i below) | - | 1,999.16 |
| - Foreign Currency Loans (refer ii below) | - | 412.92 |
| Unsecured Loans: | | |
| From Banks: | | |
| - Foreign Currency Loans (refer iii below) | - | 596.55 |
| Commercial Papers (refer iv below) | - | 1,925.00 |
| | - | 4,933.63 |

Nature of Security, Terms and Repayment Schedule:

- i. Rupee Loans from Banks of Rs.1,999.16 Crore were repaid during the year which carried interest in the range of 6.15% - 7.60% per annum. Out of these, loan amounting Rs.1,274.16 Crore was from a bank under Special Banking Arrangement against the subsidy on Indigenous Urea and P&K Fertilisers receivable from Government of India. The Bank charged interest @ 6.15% per annum paid directly by Government of India to the bank. The loan was secured by hypothecation of subsidy receivables upto Rs.1,274.16 Crore from Government of India. The loan was repayable within 60 days. Further, Working Capital Demand Loans of Rs.725.00 Crore from banks were repaid during the year which were secured by hypothecation of the Company's current assets including all stocks and book debts and other movable assets, both present and future. These loans were further secured by second charge on the immovable properties of the Company. The loans were repayable on demand.
- ii. Foreign Currency Loans from Banks of Rs.412.92 Crore were repaid during the year which carried interest in the range of 1.19%-2.08% per annum. Out of these, loans amounting to Rs.162.80 Crore were secured by hypothecation of the Company's current assets including all stocks and book debts and other movable assets, both present and future and were further secured by second charge on the immovable properties of the Company. These loans were repayable within 246 days to 251 days from drawdown / availment. Further, foreign currency loans amounting to Rs.250.12 Crore were secured by second charge on the Company's current assets. These loans were repayable within 147 days to 168 days from drawdown / availment.
- iii. Unsecured foreign currency loans of Rs.596.55 Crore were repaid during the year which carried interest in the range of 1.19% - 2.12% per annum. These loans were repayable within 144 days to 263 days from drawdown / availment.
- iv. Unsecured Commercial Paper of Rs.1,925.00 Crore were repaid during the year which carried interest in the range of 5.59% - 5.85% per annum. The commercial papers had a tenure of 60 days to 90 days.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| NOTE 14B : TRADE PAYABLES | | |
| Trade Payables | | |
| a) total outstanding dues to Micro and Small Enterprises (refer note 34) | 12.68 | 8.20 |
| b) total outstanding dues of creditors other than micro enterprises and small enterprises | 375.27 | 531.36 |
| | 387.95 | 539.56 |
| NOTE 14C : OTHER FINANCIAL LIABILITIES | | |
| Current Maturity of Long Term Borrowings (refer note 11A) | 771.60 | 705.53 |
| Interest Accrued but not due on Borrowings | 0.25 | 5.99 |
| Earnest Money / Security Deposits | 195.21 | 178.26 |
| Accrued Employee Liabilities (including payable to Key Management Personnel) (refer note 30) | 32.40 | 26.42 |
| Unclaimed Statutory Liabilities (as referred in Section 124(1) of the Companies Act, 2013): | | |
| - Unpaid Dividend | 15.00 | 17.45 |
| Payable for Capital Goods {includes Rs. 1.18 Crore (Previous Year: Rs. 1.90 Crore) dues to Micro and Small Enterprises (refer note 34)} | 13.20 | 95.82 |
| Derivative Financial Liabilities | 15.23 | 30.53 |
| Commitment in relation to Investment (refer footnote 2 & 3 of note 5A) | - | 43.62 |
| | 1,042.89 | 1,103.62 |
| Terms and conditions of the above Financial Liabilities: | | |
| - Trade and Other Financial Liabilities (other than Security Deposit and Current Maturity of Long Term Borrowings) are non-interest bearing. For maturity profile of Trade Payables and Other Financial Liabilities, refer note 41. | | |
| NOTE 15 : OTHER CURRENT LIABILITIES | | |
| Advance from Customers * | 29.46 | 16.91 |
| Other Employee Benefits Obligations | 1.88 | 0.25 |
| Statutory Obligations Payable | 11.80 | 9.22 |
| Other Liabilities : | | |
| - Dues to Related Parties (refer note 30) | 0.65 | 0.29 |
| - Others | 0.37 | 0.08 |
| | 44.16 | 26.75 |
| * These represent contract liabilities arising from contracts with customers. The amount of Rs. 15.53 Crore (Previous Year: Rs. 4.49 Crore) pertaining to balance at the beginning of the year have been recognised as revenue during the year. The remaining balances have been refunded / adjusted. | | |
| NOTE 16 : CURRENT PROVISIONS | | |
| Provision for Employees Benefits: | | |
| - Gratuity (refer note 31) | 4.02 | 3.68 |
| - Leave Encashment / Liabilities | 35.30 | 33.46 |
| - Post Retirement Medical Benefits (refer note 31) | 0.15 | 0.17 |
| | 39.47 | 37.31 |

NOTES ANNEXED TO AND FORMING PART OF THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|------------------------------|------------------------------|
| NOTE 17 : REVENUE FROM OPERATIONS | | |
| Sale of Products | | |
| Sale of Own Manufactured Products {including Rs. 5,473.31 Crore (Previous Year: Rs. 6,378.41 Crore) Subsidy on Fertilisers} | 7,350.37 | 8,145.20 |
| Sale of Traded Products {including Rs. 1,806.53 Crore (Previous Year: Rs. 1,350.89 Crore) Subsidy on Fertilisers} | 5,367.18 | 4,059.46 |
| Other Operating Revenues | | |
| Others (spillage) | 1.46 | 1.29 |
| Revenue from Operations | 12,719.01 | 12,205.95 |
| NOTE 18 : OTHER INCOME | | |
| (A) Other Income | | |
| Interest on: | | |
| - Fertilisers Bonds | 0.00 | 0.00 |
| - Employees Loans | 0.02 | 0.03 |
| - Income Tax Refunds | - | 2.23 |
| - Deposits | 10.96 | 10.29 |
| - Payment from Customers | 2.41 | 4.81 |
| - Others (including deposits with Government Authorities) | 0.08 | 1.68 |
| Dividend Income | | |
| - On Investment in Subsidiary Companies / Joint Venture (refer note 30) | 25.48 | 71.83 |
| - On Non Current Investment | 0.00 | 0.00 |
| Rent Received | 0.13 | 0.14 |
| Insurance Claims Received | 11.67 | 28.73 |
| Recoveries from Contractor | 0.29 | 1.03 |
| Liabilities no Longer Required Written Back | 0.16 | 0.31 |
| Allowance for Doubtful Debts and Advances (Net) | 0.23 | - |
| Sale of Scrap | 0.80 | 2.79 |
| Guarantee Commission (refer note 30) | 0.42 | 1.22 |
| Miscellaneous Income | 7.19 | 5.86 |
| (B) Other Gains / (Losses) : | | |
| - Mark to Market (Loss) / Gain on Derivative Transactions | (22.40) | 30.38 |
| - Gain on Sale of Current Investments | 1.13 | 18.01 |
| - Gain on Foreign Exchange Variation (Net) | 21.32 | - |
| | 59.89 | 179.34 |
| NOTE 19 : COST OF MATERIALS CONSUMED | | |
| Opening Inventories | 1.67 | 1.02 |
| Add: Purchases | 2,924.05 | 3,773.86 |
| Less: Closing Inventories | 1.53 | 1.67 |
| | 2,924.19 | 3,773.21 |

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| NOTE 20 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS | | |
| Closing Inventories | | |
| - Work-in-Progress | 6.99 | 9.09 |
| - Finished Goods | 221.48 | 343.83 |
| - Traded Goods | 447.27 | 676.68 |
| | 675.74 | 1,029.60 |
| Opening Inventories | | |
| - Work-in-Progress | 9.09 | 12.47 |
| - Finished Goods | 343.83 | 115.50 |
| - Traded Goods | 676.68 | 1,110.29 |
| | 1,029.60 | 1,238.26 |
| Decrease in Inventories | 353.86 | 208.66 |
| NOTE 21 : EMPLOYEE BENEFITS EXPENSE | | |
| Salaries, Wages and Bonus | 156.81 | 138.28 |
| Contribution to Provident and Other Funds | 9.01 | 7.81 |
| Gratuity Expense (refer note 31) | 3.29 | 2.80 |
| Post Retirement Medical Benefits (refer note 31) | 0.53 | 0.51 |
| Workmen and Staff Welfare Expenses | 5.68 | 6.54 |
| | 175.32 | 155.94 |
| NOTE 22 : FINANCE COSTS | | |
| Interest (including Interest on Income Tax : Rs. 0.00 Crore (Previous Year : Rs.1.20 Crore)) * | 259.85 | 431.14 |
| Bank Charges and Guarantee Commission | 16.83 | 18.84 |
| Exchange Differences regarded as an adjustment to Borrowing Costs | 1.34 | 52.65 |
| | 278.02 | 502.63 |
| * Refer Note 28 | | |
| NOTE 23 : OTHER EXPENSES | | |
| Consumption of Stores and Spares | 32.26 | 30.52 |
| Consumption of Packing Materials | 102.78 | 93.73 |
| Bagging and Other Services | 22.81 | 19.07 |
| Power and Fuel | 1,645.54 | 2,113.57 |
| Catalyst Charges Written Off | 7.38 | 7.45 |
| Rent (refer note 33) | 9.93 | 22.85 |
| Rates and Taxes | 0.76 | 0.98 |
| Insurance | 31.79 | 25.78 |
| Repairs and Maintenance: | | |
| - Plant and Equipment | 26.01 | 33.55 |
| - Buildings | 4.09 | 4.30 |
| - Others | 14.72 | 13.44 |
| Director's Sitting Fees | 0.28 | 0.31 |
| Travelling and Conveyance | 4.15 | 8.07 |

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Communication Costs | 0.63 | 0.97 |
| Printing and Stationery | 0.32 | 0.34 |
| Legal and Professional Fees | 3.54 | 4.18 |
| Auditor's Remuneration | | |
| As auditor: | | |
| - Audit Fee | 0.35 | 0.39 |
| - Tax Audit Fee | 0.06 | 0.06 |
| - Limited Review Fee | 0.30 | 0.24 |
| - Certification and Other Services | 0.21 | 0.23 |
| - Out of Pocket Expenses | 0.03 | 0.06 |
| Freight and Forwarding Charges | 778.85 | 682.79 |
| Other Selling Expenses | 5.38 | 3.28 |
| Corporate Social Responsibility Expenditure (refer note 35) | 19.65 | 15.33 |
| Depletion of Loose Tools | 0.30 | 0.33 |
| Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | 1.77 | 21.50 |
| Green Belt Development / Horticulture Expenses | 3.17 | 2.78 |
| Allowance for Doubtful Debts and Advances (Net) | - | 14.72 |
| Impairment / Loss on Investment in Subsidiary under Dissolution / Liquidated | - | 0.15 |
| Loss on Foreign Exchange Variation (Net) | - | 77.87 |
| Loss on Disposal / Write off of Property, Plant and Equipment (Net) | 4.75 | 22.73 |
| Impairment Loss on Property, Plant and Equipment | - | 17.79 |
| Bank Charges and Guarantee Commission (other than financing) | 1.47 | 1.23 |
| Irrecoverable Balances written off | 0.02 | 2.01 |
| Less: Allowance for Doubtful Debts and Advances adjusted out of above | - | 1.00 |
| Inventories written off | 0.04 | 2.09 |
| Miscellaneous Expenses | 15.85 | 14.58 |
| | 2,739.19 | 3,258.27 |
| NOTE 24 : EXCEPTIONAL ITEMS | | |
| Fair value loss on financial instrument measured at fair value through profit or loss / Commitment in relation to investment (refer footnote 2 of note 5A) | - | 72.15 |
| Reversal of subsidy income accrued during the earlier years due to change in Modified NPS III Policy (refer note 48) | - | 91.70 |
| Allowance for Doubtful Debts (refer note 48) | - | (197.27) |
| | - | (33.42) |
| NOTE 25 : EARNINGS PER SHARE (EPS) | | |
| Profit as per Statement of Profit and Loss | 1,347.04 | 1,224.31 |
| Calculation of Weighted Average Number of Equity Shares | | |
| - Number of Equity Shares at the beginning of the Year | 41,62,07,852 | 41,62,07,852 |
| - Total Equity Shares Outstanding at the end of the Year | 41,62,07,852 | 41,62,07,852 |
| - Weighted Average Number of Equity Shares Outstanding during the Year | 41,62,07,852 | 41,62,07,852 |
| Basic and Diluted Earnings Per Share (in Rs.)* | 32.36 | 29.42 |
| Nominal value of Equity Shares (in Rs.) | 10.00 | 10.00 |
| *There are no dilutive potential equity shares. | | |

26 CONTINGENT LIABILITIES AND CONTINGENT ASSETS:
(i) Contingent Liabilities (not provided for) in respect of :

(Rs. in Crore)

| S. No. | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--------|---|--------------------------|--------------------------|
| (A) | Corporate guarantee given to bank on account of loan given by such bank to stepdown subsidiary.# | - | 128.64 |
| (B) | (i) Demand raised by Service Tax, Sales Tax and Income Tax (IT) authorities being disputed by the Company.* | 97.20 | 91.91 |
| | (ii) Penalty levied by FERA Board under appeal before the Calcutta High Court | 0.01 | 0.01 |
| | (iii) Various labour cases | Amount not ascertainable | Amount not ascertainable |
| | (iv) Other claims against the Company not acknowledged as debts | 0.08 | 0.08 |

Amount of loan outstanding against the Corporate guarantee is Nil (Previous Year: Rs. 60.53 Crore) as the said loan has been fully repaid and the Corporate Guarantee given to bank stands released / cancelled.

* Brief description of liabilities under (B)(i) above :

(Rs. in Crore)

| S. No. | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----------|--|----------------------|----------------------|
| 1 | Income Tax: | | |
| | (a) Demand raised by IT authorities on account of various disallowances for assessment year 2011-12 | 0.03 | 0.03 |
| | (b) Demand raised by IT authorities on account of various disallowances for assessment year 2017-18 | 10.36 | 10.36 |
| | (c) Demand raised by IT authorities on account of various disallowances for assessment year 2018-19 | 71.33 | 66.43 |
| | (d) Demand raised by IT authorities on account of various disallowances for assessment year 2019-20 | 8.53 | 8.53 |
| | (e) Demand raised by IT authorities on account of various disallowances for assessment year 2020-21 | 6.29 | 6.29 |
| | (f) Demand raised by IT authorities on account of various disallowances for assessment year 2021-22 | 0.39 | - |
| 2 | Service Tax: | | |
| | Demand (including penalty) plus interest at the appropriate rate raised in respect of service tax not paid on payments made in foreign currency to foreign parties, treating all such payments as taxable, which is being contested. | 0.27 | 0.27 |
| | Total | 97.20 | 91.91 |

- (v) The Company had received a demand of Rs. 3.52 Crore plus penalty (Previous Year: Rs. 3.52 Crore) from Sales Tax Department, Kota in an earlier year towards use of natural gas for ammonia fuel, power and steam generation for the period April, 1996 to May, 2001. The Company has obtained a stay from Hon'ble High Court of Rajasthan, Jodhpur on 13th July, 2001 (1996-97 to 1997-98) and on 17th August, 2001 (1998-99 to 2001-02 – Upto May 2001). However, in the event of the Company having to pay the above, it is reimbursable by Fertiliser Industry Coordination Committee (FICC)/ Government of India under Subsidy Scheme.
- (vi) The Company as well as other users of natural gas under HBJ Gas Pipeline had in earlier years received letters from GAIL (India) Limited, informing about the possibility of levy of excise duty on natural gas (presently not levied) with retrospective effect. The amount of such levy is not ascertainable. However, in the event of its levy, it is reimbursable by FICC under Subsidy Scheme.
- (vii) The Company as well as other users of Natural Gas under HBJ Gas Pipeline had received a letter in an earlier year from GAIL (India) Limited, informing about the possibility of levy of Central Sales Tax. The Company has been taking the

delivery of Gas in the State of Rajasthan and has been accordingly paying Rajasthan Sales Tax on the supply. Therefore, the Company feels that no Central Sales Tax is payable by it. Further, the amount of such levy is not ascertainable. However, in the event of its levy, it is reimbursable by FICC under Subsidy Scheme.

- (viii) Under the Jute Packaging Material (Compulsory use of Packing Commodities) Act, 1987, a specified percentage of fertilisers dispatched were required to be supplied in Jute bags up to August 31, 2001. The provisions of the said Act were challenged in the Supreme Court, which upheld the constitutional validity of this Act in its judgment in 1996. In spite of making conscious efforts to step up use of jute packaging material, the Company had been unable to adhere to the specified percentage, due to strong customer resistance to use of jute bags. The Company had received show cause notice from the Office of the Jute Commissioner, Kolkata, for levying a penalty of Rs. 73.80 Crore (Previous Year: Rs. 73.80 Crore) for non compliance of the provisions of the said Act. The Company has obtained a stay order from Delhi High Court against the above show cause notice and on the basis of the stay order the Company is of the view that the said levy is not tenable in law and accordingly no provision has been considered.

Based on favorable decisions in similar cases, legal opinion taken by the Company, discussions with the solicitors, etc., the Company believes that there is fair chance of decisions in its favour in respect of all the items listed in (B) (i) to (viii) above and hence no provision is considered necessary against the same.

In respect of above contingent liabilities, it is not practicable for the Company to estimate the timings of cash outflows, if any, pending resolution of the respective proceedings.

(ii) **Contingent assets (not recognised) in respect of :**

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------|-------------------------|-------------------------|
| Un-utilised cenvat credit | 3.06 | 3.06 |

The erstwhile Shipping Division of the Company had claimed cenvat credit in the service tax returns in the earlier years. However, such service tax credit receivable has not been recognised in the financial statements due to uncertainty in utilisation of the same.

27 Capital Commitments

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Estimated amount of contracts remaining to be executed on capital account {net of advances of Rs. 11.17 Crore (Previous Year : Rs. 5.77 Crore)} | 124.04 | 113.12 |

28 Capitalisation of Expenditure

The Company has capitalised the following expenses of revenue nature to the cost of Capital Work in progress (CWIP). Consequently expenses disclosed under the respective notes are net of amounts capitalised by the Company. The break up of expenditure is as follows :

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Opening Balance | 0.48 | 0.41 |
| Add : Expenditure during the year | | |
| Interest * | 0.29 | 0.07 |
| Total Expenditure | 0.77 | 0.48 |
| Less: Allocated to Property, Plant and Equipment | - | - |
| Capitalisation of Expenditure (pending for Allocation) | 0.77 | 0.48 |

* Interest comprises of Rs. 0.29 Crore (Previous Year : Rs. 0.07 Crore) on general borrowings for other qualifying assets using the weighted average interest rate applicable during the year which is 4.48 % per annum (Previous Year: 6.04% per annum).

- 29 The Managing Director and Chief Financial Officer of the Company has been identified as the chief operating decision maker (CODM) as defined by Ind AS 108, 'Operating Segments'. The Company is in the business of manufacturing / marketing of Fertilisers and other Agri-inputs. Looking at the nature of business and risk involved, the operations of the Company falls into single business segment. Further, all the customers and assets are located in India. Accordingly, no segment information is provided.

30 Related Party Transactions

Disclosures of the related party information as per Ind AS - 24 'Related Party Disclosures', are as follows-

I Related Party Name and Relationship

(A) Subsidiaries

CFCL Ventures Limited
 Chambal Infrastructure Ventures Limited
 India Steamship Pte. Ltd.*
 India Steamship Limited **
 ISGN Corporation #
 ISG Novasoft Technologies Limited #
 Inuva Info Management Private Limited *** / ##
 * Dissolved on April, 06 2020.
 ** Dissolved on February 09, 2021.
 *** Dissolved on May 03, 2021.
 # Subsidiaries of CFCL Ventures Limited.
 ## Subsidiary of ISG Novasoft Technologies Limited.

(B) Joint Venture

Indo Maroc Phosphore, S.A. - IMACID

(C) Post Employment Benefit Plans

CFCL Employees' Provident Fund
 Chambal Fertilisers and Chemicals Limited Senior Staff Superannuation Fund
 CFCL Employees Group Gratuity Scheme
 India Steamship Staff Provident Fund
 India Steamship Staff Gratuity Insurance Scheme
 ISG Novasoft Technologies Limited Employees Group Gratuity Trust

(D) Key Management Personnel

| S. No. | Name | Designation |
|--------|------------------------------------|--|
| 1 | Mr. Saroj Kumar Poddar | Non-Executive Chairman |
| 2 | Mr. Pradeep Jyoti Banerjee | Independent - Non-Executive Director |
| 3 | Mr. Shyam Sunder Bhartia | Non-Executive Director |
| 4 | Mr. Nimesh Nagindas Kampani | Independent - Non-Executive Director (Ceased to be Director with effect from September 15, 2020) |
| 5 | Mr. Anil Kapoor | Managing Director (Ceased to be Managing Director with effect from April 16, 2021) |
| 6 | Mr. Gaurav Mathur | Joint Managing Director (Appointed as Managing Director with effect from April 16, 2021) |
| 7 | Mr. Vivek Mehra | Independent - Non-Executive Director |
| 8 | Mrs. Rita Menon | Independent - Non-Executive Director (Appointed with effect from September 10, 2020) |
| 9 | Mr. Chandra Shekhar Nopany | Non-Executive Director |
| 10 | Ms. Radha Singh | Independent - Non-Executive Director |
| 11 | Mr. Marco Philippos Ardeshir Wadia | Independent - Non-Executive Director |
| 12 | Mr. Abhay Baijal | Chief Financial Officer |
| 13 | Mr. Rajveer Singh | Company Secretary |

II Transaction with the Related Parties

(A) Subsidiaries

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|---------------------------|---------------------------|
| Guarantee Commission Income | | |
| ISGN Corporation | 0.42 | 1.22 |
| Total | 0.42 | 1.22 |
| Investment made during the year | | |
| CFCL Ventures Limited | 58.83 | 15.60 |
| Total | 58.83 | 15.60 |
| Dividend Income | | |
| India Steamship Limited | - | 0.03 |
| Total | - | 0.03 |
| Amount received on account of Liquidation / Dissolution | | |
| India Steamship Limited | - | 0.28 |
| India Steamship Pte. Ltd. | - | 0.14 |
| Total | - | 0.42 |
| Impairment of Investment during the year | | |
| CFCL Ventures Limited | 1.77 | 28.53 |
| India Steamship Pte. Ltd. | - | 0.15 |
| Total | 1.77 | 28.68 |

(B) Joint Venture

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-------------------------------------|---------------------------|---------------------------|
| Dividend Income | | |
| Indo Maroc Phosphore, S.A. - IMACID | 25.48 | 71.80 |
| Total | 25.48 | 71.80 |
| Reimbursement of expenses | | |
| Indo Maroc Phosphore, S.A. - IMACID | - | 0.15 |
| Total | - | 0.15 |

(C) Post Employment Benefit Plans

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|---------------------------|---------------------------|
| Employer's Contribution Paid / Payable | | |
| - CFCL Employees' Provident Fund | 4.94 | 4.40 |
| - Chambal Fertilisers and Chemicals Limited Senior Staff Superannuation Fund | 0.71 | 0.84 |
| - CFCL Employees Group Gratuity Scheme | 1.50 | - |
| - India Steamship Staff Provident Fund | 0.02 | 0.02 |
| Total | 7.17 | 5.26 |

(D) Key Management Personnel

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|---------------------------|---------------------------|
| Compensation * | | |
| -Short Term Employee Benefits: | | |
| Mr. Anil Kapoor | 7.54 | 6.12 |
| Mr. Gaurav Mathur | 4.18 | 1.01 |
| Mr. Abhay Bajjal | 1.64 | 1.36 |
| Mr. Rajveer Singh | 0.90 | 0.74 |
| -Share Based Payments: | | |
| Mr. Anil Kapoor | 0.22 | 0.56 |
| Mr. Abhay Bajjal | 0.76 | 0.17 |
| Mr. Rajveer Singh | 0.08 | 0.06 |
| Commission to Non-Executive Directors | | |
| Mr. Saroj Kumar Poddar | 0.10 | 0.05 |
| Mr. Pradeep Jyoti Banerjee | 0.10 | 0.02 |
| Mr. Nimesh Nagindas Kampani | 0.05 | 0.05 |
| Mr. Vivek Mehra | 0.10 | 0.05 |
| Mrs. Rita Menon | 0.06 | - |
| Mr. Chandra Shekhar Nopany | 0.10 | 0.05 |
| Ms. Radha Singh | 0.10 | 0.05 |
| Mr. Marco Philippus Ardeshir Wadia | 0.10 | 0.05 |
| Sitting Fees to Non-Executive Directors | | |
| Mr. Saroj Kumar Poddar | 0.03 | 0.03 |
| Mr. Pradeep Jyoti Banerjee | 0.03 | 0.02 |
| Mr. Nimesh Nagindas Kampani | 0.03 | 0.04 |
| Mr. Vivek Mehra | 0.05 | 0.05 |
| Mrs. Rita Menon | 0.01 | - |
| Mr. Chandra Shekhar Nopany | 0.03 | 0.04 |
| Ms. Radha Singh | 0.06 | 0.07 |
| Mr. Marco Philippus Ardeshir Wadia | 0.06 | 0.06 |

* The liabilities for the gratuity, leave, post retirement medical benefits, long service award scheme and settlement allowance are provided on an actuarial basis and determined for the Company as a whole rather than for each of the individual employees. Accordingly, the said liabilities cannot be ascertained separately for Managing Director, Joint Managing Director, Chief Financial Officer and Company Secretary, hence not included, except for the amount actually paid.

III Outstanding Balances from Related Parties
(A) Subsidiaries

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Corporate Guarantee Outstanding | | |
| - ISGN Corporation | - | 128.64 |
| Total | - | 128.64 |
| Other Current Financial Assets | | |
| - ISGN Corporation | - | 0.15 |
| Total | - | 0.15 |

(B) Joint Venture

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------------|----------------------|----------------------|
| Other Current Financial Assets | | |
| Indo Maroc Phosphore, S.A. - IMACID | - | 0.05 |
| Total | - | 0.05 |

(C) Post Employment Benefit Plans

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Other Current Liabilities | | |
| CFCL Employees' Provident Fund | 0.41 | 0.38 |
| Chambal Fertilisers and Chemicals Limited Senior Staff Superannuation Fund | 0.05 | 0.05 |
| India Steamship Staff Provident Fund | 0.00 | 0.00 |
| Total | 0.46 | 0.43 |

(D) Key Management Personnel

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|----------------------|----------------------|
| Other Financial Liabilities | | |
| Mr. Anil Kapoor | - | 0.00 |
| Other Current Liabilities | | |
| Mr. Saroj Kumar Poddar | 0.09 | 0.05 |
| Mr. Pradeep Jyoti Banerjee | 0.09 | 0.02 |
| Mr. Nimesh Nagindas Kampani | 0.04 | 0.05 |
| Mr. Vivek Mehra | 0.09 | 0.05 |
| Mrs. Rita Menon | 0.05 | - |
| Mr. Chandra Shekhar Nopany | 0.09 | 0.05 |
| Ms. Radha Singh | 0.09 | 0.05 |
| Mr. Marco Philippus Ardeshir Wadia | 0.09 | 0.05 |

Note: Outstanding balances are unsecured and their settlement occurs in cash. Further, no loss allowances were made against such balances.

Key Management Personnel interests in the Employees Stock Option Scheme, 2010 (ESOS)

Details of Stock Options held by Key Management Personnel under the ESOS to purchase equity shares of the Company are as follows:

| Key Management Personnel | Grant date | Expiry Period (Financial Year) | Exercise Price (in Rs.) | As at March 31, 2021 Number of Stock Options Outstanding and Exercisable | As at March 31, 2020 Number of Stock Options Outstanding and Exercisable |
|--------------------------|--------------------|--------------------------------|-------------------------|--|--|
| Mr. Anil Kapoor | September 16, 2010 | 2022-2023 to 2023-2024 | 73.50 | 39,000 | 70,000 |
| Mr. Abhay Bajjal | September 16, 2010 | 2023-2024 | 73.50 | 5,000 | 67,000 |
| Mr. Rajveer Singh | September 16, 2010 | 2022-2023 to 2023-2024 | 73.50 | 30,000 | 42,000 |
| Total | | | | 74,000 | 1,79,000 |

Each stock option entitles the holder to acquire 1 equity share of Rs.10.

31 Gratuity and Other Post-Employment Benefit Plans:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Gratuity Plan - (Liability) | (13.07) | (10.33) |
| Provident Fund - Asset * | 9.47 | 5.44 |
| Post Retirement Medical Benefits Plan - (Liability) | (5.04) | (5.08) |

* Plan asset of Rs. 9.47 Crore (Previous Year: Rs. 5.44 Crore) has not been recognised in the financial statements, as the surplus of the trust, is distributable among the beneficiaries of the provident fund trust.

a) Gratuity

The Company has a defined benefit gratuity plan. Benefit is being paid as under-

- A) In case of retirement or death of an employee while in service of the Company, the gratuity will be payable as under:
- Completed continuous service of 5 years and above upto 20 years – gratuity equivalent to 15 days last drawn salary for each completed year of service.
 - Completed continuous service of above 20 years – gratuity equivalent to 15 days last drawn salary for first 20 years and 20 days last drawn salary for each completed year of service after 20 years.
- B) In case of resignation or termination of an employee, where the employee has completed 5 years of continuous service with the Company, gratuity equivalent to 15 days last drawn salary for each completed year of service shall be payable.
- In case of erstwhile Shipping Division, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 to 30 days last drawn salary for each completed year of service.

The Scheme is funded with insurance company in the form of a qualifying insurance policy except in the case of crew employees of the division. The fund has the form of a trust and it is governed by the Board of Trustees.

The Scheme is funded with insurance companies in the form of a qualifying insurance policies. The fund has the form of a trust and it is governed by the Board of Trustees.

b) Post Retirement Medical Benefit Plan

The Company has post retirement medical benefit schemes in the nature of defined benefit plan which is unfunded.

c) Provident Fund

The Company has set up provident fund trusts, which are managed by the Trustees. Provident funds set up by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The actuarial valuation of Provident Fund was carried out in accordance with the guidance note issued by Actuarial Society of India for measurement of provident fund liabilities and there is no shortfall as at March 31, 2021.

The Board of Trustees of Gratuity Trust and Provident Fund Trust are responsible for the administration of the plan assets and for the definition of the investment strategy. The Board of Trustees reviews the level of funding and investment and such a review includes the asset-liability matching strategy and investment risk management policy.

The Board of Trustees decides its contribution based on the results of its review. Generally, it aims to have a portfolio mix of equity instruments and debt instruments. Investments of Provident Fund Trust is being governed by the rules issued by the Ministry of Labour, Government of India for Employee Provident Fund exempted establishment.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the Balance Sheet for the respective plans:

Changes in the Defined Benefit Obligation and Fair Value of Plan Assets as at March 31, 2021:

(Rs. in Crore)

| Particulars | April 01, 2020 | Service Cost | Net Interest Expense | Sub-total included in Profit or Loss | Benefits Paid | Return on Plan Assets (excluding amounts included in Net Interest Expense) | Actuarial Changes arising from changes in Demographic Assumptions | Actuarial changes arising from changes in Financial Assumptions | Experience Adjustments | Subtotal included in OCI | Settlement/ Transfer in | Contributions by Employer | March 31, 2021 |
|----------------------------|----------------|--------------|----------------------|--------------------------------------|---------------|--|---|---|------------------------|--------------------------|-------------------------|---------------------------|----------------|
| | | | | | | | | | | | | | |
| (A) Gratuity Plan : | | | | | | | | | | | | | |
| Defined Benefit Obligation | (38.34) | (2.62) | (2.58) | (5.20) | 2.38 | - | - | - | (0.96) | (0.96) | 0.37 | - | (41.75) |
| Fair Value of Plan Assets | 28.01 | - | 1.91 | 1.91 | (2.37) | (0.00) | - | - | - | (0.00) | (0.37) | 1.50 | 28.68 |
| Benefit (Liability) | (10.33) | | | (3.29) | 0.01 | | | | | (0.96) | - | 1.50 | (13.07) |

(Rs. in Crore)

| Particulars | April 01, 2020 | Service Cost | Net Interest Expense | Sub-total included in Profit or Loss | Benefits Paid | Return on Plan Assets (excluding amounts included in Net interest Expense) | Actuarial Changes arising from changes in Demographic Assumptions | Actuarial changes arising from changes in Financial Assumptions | Experience Adjustments | Subtotal included in OCI | Settlement/ Transfer in | Contributions by Employer | March 31, 2021 |
|---|----------------|--------------|----------------------|--------------------------------------|---------------|--|---|---|------------------------|--------------------------|-------------------------|---------------------------|----------------|
| | | | | | | | | | | | | | |
| (B) Post Retirement Medical Benefits Plan: | | | | | | | | | | | | | |
| Defined Benefit Obligation | (5.08) | (0.18) | (0.35) | (0.53) | 0.14 | - | - | - | 0.43 | 0.43 | - | - | (5.04) |
| Fair Value of Plan Assets | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Benefit (Liability) | (5.08) | | | (0.53) | 0.14 | | | | | 0.43 | | | (5.04) |

Changes in the Defined Benefit Obligation and Fair Value of Plan Assets as at March 31, 2020:

(Rs. in Crore)

| Particulars | April 01, 2019 | Service Cost | Net Interest Expense | Sub-total included in Profit or Loss | Benefits Paid | Return on Plan Assets (excluding amounts included in Net interest Expense) | Actuarial Changes arising from changes in Demographic Assumptions | Actuarial changes arising from changes in Financial Assumptions | Experience Adjustments | Subtotal included in OCI | Settlement/ Transfer in | Contributions by Employer | March 31, 2020 |
|---|----------------|--------------|----------------------|--------------------------------------|---------------|--|---|---|------------------------|--------------------------|-------------------------|---------------------------|----------------|
| | | | | | | | | | | | | | |
| (A) Gratuity Plan : | | | | | | | | | | | | | |
| Defined Benefit Obligation | (34.11) | (2.38) | (2.55) | (4.93) | 3.21 | - | - | - | (2.51) | (2.51) | - | - | (38.34) |
| Fair Value of Plan Assets | 27.74 | - | 2.13 | 2.13 | (2.84) | 0.98 | - | - | - | 0.98 | - | - | 28.01 |
| Benefit (Liability) | (6.37) | | | (2.80) | 0.37 | | | | | (1.53) | | | (10.33) |
| (B) Post Retirement Medical Benefits Plan: | | | | | | | | | | | | | |
| Defined Benefit Obligation | (4.19) | (0.19) | (0.32) | (0.51) | 0.11 | - | - | - | (0.49) | (0.49) | - | - | (5.08) |
| Fair Value of Plan Assets | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Benefit (Liability) | (4.19) | | | (0.51) | 0.11 | | | | | (0.49) | | | (5.08) |

Provident Fund:**Changes in the defined benefit obligation and fair value of plan assets as at March 31, 2021 and March 31, 2020:**

(Rs. in Crore)

| Particulars | 2020 -2021 | | | 2019-2020 | | |
|--|----------------------------|---------------------------|-------------------|----------------------------|---------------------------|-------------------|
| | Defined Benefit Obligation | Fair Value of Plan Assets | Net Benefit Asset | Defined Benefit Obligation | Fair Value of Plan Assets | Net Benefit Asset |
| Opening Balance | (152.58) | 158.02 | 5.44 | (143.39) | 146.10 | 2.71 |
| Service Cost | (4.96) | - | (4.96) | (4.42) | - | (4.42) |
| Net Interest Expense | (13.27) | 0.37 | (12.90) | (11.10) | 0.28 | (10.82) |
| Benefits Paid | 5.07 | (5.07) | - | 17.79 | (17.79) | - |
| Return on Plan Assets (excluding amounts included in Net Interest Expense) | - | 17.00 | 17.00 | - | 14.38 | 14.38 |
| Actuarial Changes arising from changes in Financial Assumptions | - | - | - | - | - | - |
| Experience Adjustments | (0.07) | - | (0.07) | (0.83) | - | (0.83) |
| Settlement / Transfer In | 0.29 | (0.29) | - | (0.21) | 0.21 | - |
| Contributions by Plan Participant / Employees | (11.33) | 11.33 | - | (10.42) | 10.42 | - |
| Contributions by Employer | - | 4.96 | 4.96 | - | 4.42 | 4.42 |
| Closing Balance | (176.85) | 186.32 | 9.47 | (152.58) | 158.02 | 5.44 |

The Company expects to contribute Rs.3.28 Crore (Previous Year : Rs.2.94 Crore) and Rs. 6.06. Crore (Previous Year : Rs.6.03 Crore) to gratuity trust and provident fund respectively in the next financial year.

The principal assumptions used in determining gratuity, provident fund and post-employment medical benefit obligations for the Company's plans are shown below:

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| | % | % |
| Discount Rate: | | |
| Gratuity Plan | 6.92 | 6.92 |
| Provident Fund | 6.92 | 6.92 |
| Post Retirement Medical Benefits | 6.92 | 6.92 |
| Future Salary Increase: | | |
| Gratuity Plan | 7.50 | 7.50 |
| Medical Cost Escalation Rate: | | |
| Post Retirement Medical Benefits cost increase | 3.00 | 3.00 |
| Life expectation for: | | |
| Post Retirement Medical Benefits | | |
| Male | 17.31 | 17.31 |
| Female | 21.67 | 21.67 |

A quantitative sensitivity analysis for significant assumptions as at March 31, 2021 is shown below:

Gratuity Plan:

| Particulars | Year Ended March 31, 2021 | | | |
|---|---------------------------|----------------|------------------------|----------------|
| | Discount Rate | | Future Salary Increase | |
| Assumption | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Sensitivity Level | | | | |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (1.68) | 1.69 | 1.71 | (1.69) |

Provident Fund:

| Particulars | Year Ended March 31, 2021 | |
|---|---------------------------|----------------|
| | Discount Rate | |
| Assumption | 0.50% Increase | 0.50% Decrease |
| Sensitivity Level | | |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (0.02) | 0.02 |

Post Retirement Medical Benefits Plan:

| Particulars | Year Ended March 31, 2021 | | | |
|---|---------------------------|----------------|------------------------------|----------------|
| | Discount Rate | | Medical Cost Escalation Rate | |
| Assumption | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Sensitivity Level | | | | |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (0.33) | 0.34 | 0.34 | (0.33) |

A quantitative sensitivity analysis for significant assumptions as at March 31, 2020 is shown below:

Gratuity Plan:

| Particulars | Year Ended March 31, 2020 | | | |
|---|---------------------------|----------------|------------------------|----------------|
| | Discount Rate | | Future Salary Increase | |
| Assumption | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Sensitivity Level | | | | |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (1.53) | 1.54 | 1.55 | (1.54) |

Provident Fund:

| Particulars | Year Ended March 31, 2020 | |
|---|---------------------------|----------------|
| | Discount Rate | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (0.02) | 0.02 |

Post Retirement Medical Benefits Plan:

| Particulars | Year Ended March 31, 2020 | | | |
|---|---------------------------|----------------|------------------------------|----------------|
| | Discount Rate | | Medical Cost Escalation Rate | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (0.33) | 0.35 | 0.34 | (0.33) |

Sensitivities due to mortality & withdrawals are not material and hence impact of change is not calculated.

Sensitivities as to rate of inflation, rate of increase of pension payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 14.24 years (Previous Year : 14.17 years).

Investment Pattern in Plan Assets:

| Particulars | Gratuity | | Provident Fund | |
|--|----------|---------|----------------|---------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| Investments with insurers / Government securities / Equity shares / Equity oriented mutual funds (%) | 100% | 100% | 100% | 100% |

Maturity Profile of Defined Benefit Obligation:

(Rs. in Crore)

| Particulars | Within the Next 12 Months | Between 2 and 5 Years | Between 5 and 10 Years | Beyond 10 Years |
|---------------------------------------|---------------------------|-----------------------|------------------------|-----------------|
| As at March 31, 2021 | | | | |
| Gratuity Fund | 5.06 | 10.25 | 13.21 | 13.23 |
| Provident Fund | 36.04 | 38.13 | 64.19 | 38.49 |
| Post Retirement Medical Benefits Plan | 0.15 | 0.88 | 1.19 | 2.82 |
| As at March 31, 2020 | | | | |
| Gratuity Fund | 5.11 | 7.80 | 11.18 | 14.25 |
| Provident Fund | 16.75 | 38.93 | 37.36 | 59.54 |
| Post Retirement Medical Benefits Plan | 0.17 | 0.98 | 1.19 | 2.74 |

Contribution to Defined Contribution Plans :

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|---------------------------|---------------------------|
| Pension Fund | 1.50 | 1.51 |
| Superannuation Fund | 0.69 | 0.82 |
| National Pension System | 1.66 | 0.84 |
| Employers' Contribution to Employees' State Insurance Corporation | 0.01 | 0.03 |

32 Subsidies

- (a) Nitrogenous Fertilizers are under the Concession Scheme as per the New Pricing Scheme (NPS) – Stage III, Modified NPS III, New Urea Policy 2015 for Gadepan-I and Gadepan-II Plants and New Investment Policy 2012 (amended) for Gadepan-III Plant. The freight subsidy is as per the Uniform Freight Policy. The concession price and freight has been accounted for on the basis of notified prices, further adjusted for input price escalation/ de-escalation and as estimated by the management based on the prescribed norms in line with known policy parameters.

Contribution from sale of surplus ammonia has been accounted for in accordance with the known policy parameters.

Current year's subsidy income of Urea has been reduced by Rs. 10.38 Crore (Previous Year: Rs. 47.04 Crore), pertaining to earlier years, but determined during the year.

- (b) Subsidy on Phosphatic and Potassic (P&K) fertilizers has been accounted for as per the concession rates based on Nutrient Based Subsidy Policy notified by the Government of India and Freight subsidy has been accounted for in line with the policy.
- (c) Subsidy on City Compost, if any, has been accounted for as notified by the Government of India.

33 Leases

This note provides information for the leases where the Company is a lessee. The Company leases various offices and lease periods are generally fixed ranging from two months to nine years, but may have extension options.

Measurement of Right-of-Use Assets:

Right -of- Use Assets has been recognised using modified retrospective approach with lease liabilities recognised with equivalent amount. During the Previous Year, the Company had adopted Ind AS 116 "Leases" for all lease contracts existing as on April 01, 2019. Further, the effect of the adoption was not material to these Financial Statements in previous year.

Amounts recognised in the Statement of Profit and Loss relating to Leases

(Rs. in Crore)

| Particulars | For the Year Ended March 31, 2021 | For the Year Ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Depreciation charge for Right-of-Use Assets | 5.31 | 5.35 |
| Interest Expense (included in Finance Costs) | 1.45 | 1.76 |
| Expense relating to short term leases (included in Other Expenses) | 9.93 | 22.85 |
| Expense relating to leases of low - value assets that are not shown above as short term leases (included in Other Expenses) | - | - |
| Expense relating to variable lease payments not included in Lease Liabilities | - | - |

Amount recognised in the Statement of Cash Flows

(Rs. in Crore)

| Particulars | For the Year Ended March 31, 2021 | For the Year Ended March 31, 2020 |
|-------------------------------|--------------------------------------|--------------------------------------|
| Total cash outflow for Leases | 6.34 | 6.34 |

Additions / Net Book Value pertaining to the right-of-Use Assets are as follows:

Property, Plant and Equipment comprises owned and leased assets that do not meet the definition of investment property.

(Rs. in Crore)

| Particulars | Financial Year - 2020-21 | Financial Year - 2019-20 |
|---|--------------------------|--------------------------|
| Property, Plant and Equipment comprises: | | |
| Right-of-Use Assets - Additions during the year | 1.43 | 25.80 |
| Right-of-Use Assets - Net Book Value | 16.57 | 20.45 |

Maturity analysis of Lease Liabilities

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Payable within one year | 5.15 | 4.77 |
| Payable after one year but not more than five years | 12.41 | 16.13 |
| Payable after more than five years | 0.19 | 0.32 |
| Total undiscounted Lease Liabilities | 17.75 | 21.22 |
| Lease Liabilities included in the Balance Sheet | 17.75 | 21.22 |
| Non-Current | 12.60 | 16.45 |
| Current | 5.15 | 4.77 |

Reconciliation of Operating Lease Commitments as at March 31, 2019 with the Lease Liabilities recognized in the Balance Sheet as at April 01, 2019:

(Rs. in Crore)

| Particulars | Amount |
|--|--------------|
| Operating lease commitment as at March 31, 2019 | 29.71 |
| Discounted using the incremental borrowing rate as at April 01, 2019 | 25.33 |
| Recognition exemption on account of short term leases | (0.27) |
| Lease Liabilities recognised as at April 01, 2019 | 25.06 |

The Company has discounted lease payments using the applicable incremental borrowing rate as of 4.98% (Previous Year: 7.56%) for measuring the Lease Liabilities.

34 Details of dues to Micro and Small Enterprises as per Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 :

(Rs. in Crore)

| Particulars | 2020-21 | 2019-20 |
|--|---------|---------|
| The principal amount due and remaining unpaid to any supplier as at the end of each accounting year {including payable for capital goods of Rs. 1.18 Crore (Previous Year : Rs. 1.90 Crore)}; | 13.86 | 10.10 |
| The interest due on unpaid principal amount remaining as at the end of each accounting year; | - | - |
| Principal amounts paid to suppliers registered under the MSMED Act, 2006 beyond the appointed day during the year; | 0.07 | - |
| The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 beyond the appointed day during each accounting year. | 0.00 | - |
| Interest paid, other than under Section 16 of MSMED Act, 2006 to suppliers registered under the MSMED Act, 2006 beyond the appointed day during the year; | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006; | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year; and | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductive expenditure under Section 23 of the MSMED Act, 2006. | - | - |

35 The disclosures in respect of Corporate Social Responsibility Expenditure are as follows:-

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| (a) Gross amount required to be spent by the Company during the year | 19.58 | 15.30 |
| (b) Amount spent during the year on the following in cash : | | |
| (i) Construction / acquisition of any asset | 0.10 | - |
| (ii) For purposes other than (i) above | 19.55 | 15.33 |
| Total (b) | 19.65 | 15.33 |

36 Share Based Payments
Employees Stock Option Scheme (ESOS)

The shareholders of the Company had approved Employees Stock Option Scheme, 2010 on August 27, 2010 which was amended by the shareholders on September 13, 2013. Consequent upon promulgation of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("ESOP Regulations"), the shareholders of the Company had approved the revised Employees Stock Option Scheme, 2010 (ESOS) on September 15, 2015 in compliance with the ESOP Regulations. As per ESOS, 4,162,000 Stock Options can be issued to Whole time Director / Managing Director and other specified categories of employees of the Company. The options are to be granted at market price. As per ESOP Regulations, the market price is taken as the closing price on the day preceding the date of grant of options, on the stock exchange where the trading volume is the highest. Each option, upon vesting, shall entitle the holder to acquire 1 equity share of Rs.10.

Details of the scheme are as under:

| Particulars | Tranche 1 | Tranche 2 | Tranche 3 | Tranche 4 | Tranche 5 |
|--------------------------------------|---|---|---|---|---|
| Date of Grant | 16-Sep-2010 | 22-Jan-2011 | 10-May-2011 | 17-Oct-2011 | 11-May-2012 |
| Number of Options Granted | 28,50,000 | 3,00,000 | 2,20,000 | 1,00,000 | 2,70,000 |
| Method of Settlement (Cash / Equity) | Equity | Equity | Equity | Equity | Equity |
| Exercise Period* | 8 years from the date of vesting | 8 years from the date of vesting | 8 years from the date of vesting | 8 years from the date of vesting | 8 years from the date of vesting |
| Vesting Conditions | Continued employment and individual performance | Continued employment and individual performance | Continued employment and individual performance | Continued employment and individual performance | Continued employment and individual performance |

* In case of death / superannuation of the employee, 3 years from the date of death / superannuation or expiry of exercise period, whichever is earlier.

Vesting Schedule :

| Vesting Date | All tranches |
|--------------------------------|--------------|
| 1 year from the date of grant | 15% |
| 2 years from the date of grant | 15% |
| 3 years from the date of grant | 20% |
| 4 years from the date of grant | 25% |
| 5 years from the date of grant | 25% |

Movement in options have been summarized below :

| Particulars | 2020-21 | 2019-20 |
|--|----------------|----------------|
| | No. of options | No. of options |
| Outstanding at the beginning of the year | 9,18,500 | 13,35,900 |
| Granted during the year | - | - |
| Forfeited during the year | - | - |
| Exercised during the year | 3,37,500 | 4,17,400 |
| Expired during the year | - | - |

| Particulars | 2020-21 | 2019-20 |
|--|----------------|----------------|
| | No. of options | No. of options |
| Outstanding at the end of the year | 5,81,000 | 9,18,500 |
| Exercisable at the end of the year | 5,81,000 | 9,18,500 |
| Weighted average remaining contractual life (in years) | 1.26 | 0.07 |
| Weighted average Exercise price (in Rs.) | 74.76 | 74.76 |

The details of Exercise Price of Stock Options Outstanding as at March 31, 2021 are as under:

| Tranche | Weighted Average Fair Value of Options (in Rs.) | Range of Exercise Price (in Rs.) | Number of Options Outstanding | Weighted Average remaining Contractual Life of Options (in years) | Weighted Average Exercise Price (in Rs.) |
|---------|---|----------------------------------|-------------------------------|---|--|
| 1 | 31.38 | 73.50 | 4,72,500 | 1.10 | 73.50 |
| 2 | 32.86 | 76.85 | 49,500 | 1.32 | 76.85 |
| 3 | 38.44 | 82.90 | 15,000 | 1.53 | 82.90 |
| 4 | 45.06 | 101.10 | 23,000 | 1.92 | 101.10 |
| 5 | 34.97 | 69.40 | 21,000 | 2.41 | 69.40 |

The details of Exercise Price of Stock Options Outstanding as at March 31, 2020 are as under:

| Tranche | Weighted Average Fair Value of Options (in Rs.) | Range of Exercise Price (in Rs.) | Number of Options Outstanding | Weighted Average remaining Contractual Life of Options (in years) | Weighted Average Exercise Price (in Rs.) |
|---------|---|----------------------------------|-------------------------------|---|--|
| 1 | 31.38 | 73.50 | 7,89,500 | 0.00 | 73.50 |
| 2 | 32.86 | 76.85 | 62,000 | 0.09 | 76.85 |
| 3 | 38.44 | 82.90 | 23,000 | 0.16 | 82.90 |
| 4 | 45.06 | 101.10 | 23,000 | 0.29 | 101.10 |
| 5 | 34.97 | 69.40 | 21,000 | 0.58 | 69.40 |

Stock Options Granted

The weighted average fair value of stock options granted is Rs. 32.54 per option (Previous Year: Rs. 32.54 per option). The Black Scholes Valuation Model has been used for computing the weighted average fair value considering the following inputs :

As at March 31, 2021:-

| Particulars | Tranche 1 | Tranche 2 | Tranche 3 | Tranche 4 | Tranche 5 |
|--|-----------|-----------|-----------|-----------|-----------|
| Weighted Average Share Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Exercise Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Expected Volatility | 37.12% | 37.30% | 37.46% | 38.09% | 37.94% |
| Life of the Options granted (vesting and exercise period) in years | 1.10 | 1.32 | 1.53 | 1.92 | 2.41 |
| Average Risk-Free Interest rate | 7.71% | 7.72% | 7.73% | 7.76% | 7.79% |
| Expected Dividend Yield | 3.45% | 3.45% | 3.45% | 3.45% | 3.45% |

As at March 31, 2020:-

| Particulars | Tranche 1 | Tranche 2 | Tranche 3 | Tranche 4 | Tranche 5 |
|--|-----------|-----------|-----------|-----------|-----------|
| Weighted Average Share Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Exercise Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Expected Volatility | 37.12% | 37.30% | 37.46% | 38.09% | 37.94% |
| Life of the Options granted (vesting and exercise period) in years | 0.00 | 0.09 | 0.16 | 0.29 | 0.58 |
| Average Risk-Free Interest rate | 7.71% | 7.72% | 7.73% | 7.76% | 7.79% |
| Expected Dividend Yield | 3.45% | 3.45% | 3.45% | 3.45% | 3.45% |

The expected volatility was determined based on historical volatility data. For calculating volatility, the Company has considered the daily volatility of the stock prices of the Company on National Stock Exchange of India Limited over a period prior to the date of grant, corresponding with the expected life of the options.

In financial year 2010-11, CFCL Employees Welfare Trust ("Trust") was constituted, inter alia, for the purpose of subscribing or acquiring equity shares of the Company from the Company or Secondary market, to hold the shares and to allocate or transfer these shares to eligible employees of the Company from time to time on the terms and conditions specified under the Employees stock option scheme. The Board of Directors at its meeting held on May 08, 2010 had approved grant of financial assistance upto Rs. 30.00 Crore by the Company to Trust in such manner and on such terms as agreed between the trustee(s) of the Trust and Managing Director of the Company for the purpose of subscribing or acquiring shares of the Company. Trust is holding 5,81,000 equity shares (Previous Year : 9,18,500 equity shares) of the Company which were purchased from the open market.

- 37 The Company is continuously monitoring the situation arising on account of COVID-19 pandemic considering both internal and external factors and taking appropriate measures in this regard. The Company has been able to operate its plants at normal levels. The Company's production, dispatches, sales and market collections remained unaffected. The Company has made an assessment of its capital and financial resources including liquidity position and ability to service debt and other financing arrangements for next one year. The Company has also assessed the recoverability of the carrying values of its assets such as property, plant and equipment, inventory, trade receivables, investments and other current assets as at March 31, 2021. Further, the Company has also evaluated impact of COVID-19 on internal financial controls over financial reporting and concluded that there is no impact of COVID-19 thereon. In view of above, there is no impact of COVID-19 on financial statements of the Company for the financial year ended March 31, 2021 .

38 Income Tax Expense

The major components of Income Tax Expense are:

Profit or Loss Section

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Current Income Tax: | | |
| Current Income Tax Charge | 324.00 | 194.17 |
| Adjustments in respect of Current Income Tax of earlier years | 5.64 | (6.94) |
| Deferred Tax: | | |
| Relating to origination and reversal of temporary differences | 436.68 | 348.60 |
| Less: Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | (61.25) | (343.97) |
| Less: Minimum Alternate Tax (MAT) Credit Entitlement | (93.17) | (90.47) |
| Income Tax Expense reported in the Statement of Profit and Loss | 611.90 | 101.39 |

Other Comprehensive Income (OCI) Section

Tax related to items recognised in OCI:

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Net (Gain) on re-measurement of Defined Benefit Plans | (0.19) | (0.71) |
| Net Loss on Effective Portion of Exchange Difference re-classified to Profit or Loss on Hedging Instruments - Current Tax | 17.24 | 7.08 |
| Net Loss on Effective Portion of Exchange Difference re-classified to Profit or Loss on Hedging Instruments - Deferred Tax | 9.65 | 5.15 |
| Net Loss / (Gain) on Effective Portion of Exchange Difference on Hedging Instruments - Deferred Tax | 54.71 | (146.66) |
| Income Tax Charge / (Credit) to OCI | 81.41 | (135.14) |

Reconciliation of Tax Expense and the accounting profit multiplied by India's domestic tax rate:

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Accounting Profit Before Income Tax | 1,958.94 | 1,325.70 |
| At India's Statutory Income Tax rate of 34.944% (Previous Year : 34.944%) | 684.53 | 463.25 |
| Adjustments in respect of Current Income Tax of earlier years | 5.64 | (6.94) |
| | 690.17 | 456.31 |
| Tax effects of amount which are not deductible (taxable) in calculating taxable income- | | |
| Corporate Social Responsibility Expenditure | 6.87 | 3.12 |
| Deduction under section 80M of Income Tax Act, 1961 and difference in tax rate on Dividend Income from specified foreign companies | (8.90) | (12.55) |
| Realisation of Short Term Capital Loss to reduce the Current Tax Expense | (0.39) | (6.29) |
| Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | (61.25) | (343.97) |
| Deduction for Education Cess | (4.59) | (1.65) |
| Other Non-Deductible Items | (10.01) | 6.42 |
| At the Effective Income Tax rate of 31.24% (Previous Year : 7.65%) | 611.90 | 101.39 |
| Income Tax Expense reported in the Statement of Profit and Loss | 611.90 | 101.39 |

Deferred Tax

Deferred Tax relates to the following:

(Rs. in Crore)

| Particulars | Balance Sheet | | Statement of Profit and Loss | |
|---|-------------------------|-------------------------|------------------------------|------------------------------|
| | As at March 31, 2021 | As at March 31, 2020 | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
| Deferred Income Tax Liabilities | | | | |
| Property, Plant and Equipment (including other intangible assets) | 2,106.75 | 2,162.05 | (55.30) | (62.65) |
| Right -of-Use Assets | 1.45 | 1.60 | (0.15) | 1.60 |
| Interest Income from Income tax refund, Value Added Tax refund etc. accrued in the books, to be offered to tax in the year of realisation | 0.43 | 0.43 | - | 0.40 |
| Effects of Expenditure allowed under Income Tax Act, 1961 but to be charged in the Statement of Profit and Loss in subsequent year | 4.98 | 8.48 | (3.50) | (18.06) |
| Total Deferred Income Tax Liabilities | 2,113.61 | 2,172.56 | (58.95) | (78.71) |
| Deferred Income Tax Assets | | | | |
| Effects of Expenditure debited to Statement of Profit and Loss in the current year/ earlier years but allowable in subsequent year | 0.01 | 0.27 | (0.26) | (0.26) |
| Allowance for Doubtful Debts and Advances | 22.44 | 16.73 | 5.71 | (69.58) |
| Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | 37.01 | 36.39 | 0.62 | 32.72 |
| Mark to Market Gain on Interest Rate Swaps | 5.32 | 10.67 | (5.35) | 10.67 |
| Leave Encashment | 12.27 | 11.65 | 0.62 | 1.38 |
| Gratuity | 3.51 | 2.87 | 0.64 | 0.85 |
| Carry Forward of Losses on account of Deduction under section 35AD of Income Tax Act, 1961 | 988.27 | 1,520.87 | (532.60) | (306.62) |

(Rs. in Crore)

| Particulars | Balance Sheet | | Statement of Profit and Loss | |
|--|-------------------------|-------------------------|------------------------------|------------------------------|
| | As at March 31, 2021 | As at March 31, 2020 | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
| Deferred Tax on Cash Flow Hedge | 41.80 | 71.19 | (29.39) | 45.05 |
| Re-Measurement Loss on Defined Benefit Plans | 1.43 | 1.24 | 0.19 | 0.71 |
| Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | 405.22 | 343.97 | 61.25 | 343.97 |
| MAT Credit Entitlement | 287.42 | 194.25 | 93.17 | 90.47 |
| Deferred Tax Income | | | (346.45) | 228.07 |
| Total Deferred Income Tax Assets | 1,804.70 | 2,210.10 | | |
| Net Deferred Tax Liabilities / (Assets) | 308.91 | (37.54) | | |

Reconciliation of Deferred Tax Liabilities / Assets (Net):

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Opening Balance | (37.54) | 190.53 |
| Tax Expense during the year recognised in Statement of Profit and Loss | 436.68 | 348.60 |
| Tax Expense / (Income) during the year recognised in OCI | 64.19 | (142.23) |
| Tax (Income) on Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | (61.25) | (343.97) |
| MAT Credit Entitlement | (93.17) | (90.47) |
| Closing Balance | 308.91 | (37.54) |

The Company has long term/ short term capital losses, to the tune of Rs. 469.54 Crore (Previous Year: Rs. 470.67 Crore) that are available for offsetting for two to four years against future taxable profits (long term / short term) of the Company. Deferred tax assets have not been recognised in respect of above losses in the financial year 2020-21 as there are no other tax planning opportunities or other evidence of recoverability in the near future.

Non-Current Tax Assets are shown as net of provisions of Rs. 758.73 Crore (Previous Year: Rs. 203.13 Crore)

39 Fair Values

The management assessed that fair value of financial assets and liabilities approximates their carrying amount.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- Derivative financial instruments - The fair value of foreign exchange forward contracts is determined using the foreign exchange spot and forward rates at the balance sheet date. The fair value of Interest rate swap contracts is determined using the Black Scholes Valuation Model. The derivatives are entered into with the banks / counterparties with investment grade credit ratings.
- Long term Security Deposits / Employee loans - The fair value of security deposits / employee loans approximates the carrying value and hence, the valuation technique and inputs have not been given.
- Floating Rate Borrowings / Finance Lease Obligation / Lease Liabilities - The fair values of the Company's interest bearing borrowings are determined by using discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2021 was assessed to be insignificant.
- The carrying amount of bank deposits, trade receivables, cash and cash equivalents, investment at amortised cost, other current financial assets, trade payables, fixed rate borrowings and other current financial liabilities are considered to be the same as their fair values, due to their short term nature.
- The fair value of investments carried at fair value through profit and loss is determined using Income Approach, Market Approach and Net Assets Value Method. Determining whether the investments in subsidiaries are impaired requires an estimate of the value in use of investments. In considering the value in use, the management anticipates the future growth rates, discount rates and other factors of the underlying businesses.

40 Fair Value Measurements

(i) Financial Instruments by Category

(Rs. in Crore)

| Particulars | As at March 31, 2021 | | | As at March 31, 2020 | | |
|-------------------------------------|----------------------|----------|-----------------|----------------------|----------|------------------|
| | FVTPL | FVTOCI | Amortised Cost | FVTPL | FVTOCI | Amortised Cost |
| Financial Assets | | | | | | |
| Investments: | | | | | | |
| -Preference Shares | 13.44 | - | - | - | - | - |
| -Equity Shares | 0.02 | - | - | 0.02 | - | - |
| -Government Securities | - | - | 0.00 | - | - | 0.00 |
| Employee Loans | - | - | 0.47 | - | - | 0.59 |
| Security Deposits | - | - | 8.04 | - | - | 8.15 |
| Trade Receivables | - | - | 1,174.59 | - | - | 5,563.11 |
| Cash and Cash Equivalents | - | - | 885.89 | - | - | 133.32 |
| Bank Balances other than above | - | - | 15.02 | - | - | 17.52 |
| Derivative Financial Assets | - | - | - | 37.70 | - | - |
| Other Current Financial Assets | - | - | 147.96 | - | - | 278.03 |
| Total Financial Assets | 13.46 | - | 2,231.97 | 37.72 | - | 6,000.72 |
| Financial Liabilities | | | | | | |
| Borrowings - Floating Rate | - | - | 3,847.99 | - | - | 4,680.14 |
| Borrowings - Fixed Rate | - | - | - | - | - | 4,933.63 |
| Lease Liabilities | - | - | 17.75 | - | - | 21.22 |
| Trade Payables | - | - | 387.95 | - | - | 539.56 |
| Derivative Financial Liabilities | 15.23 | - | - | 30.53 | - | - |
| Other Current Financial Liabilities | - | - | 256.06 | - | - | 367.56 |
| Total Financial Liabilities | 15.23 | - | 4,509.75 | 30.53 | - | 10,542.11 |

(ii) Fair Value Hierarchy

The following table provides the Fair Value Measurement hierarchy of the Company's Assets and Liabilities.

Quantitative Disclosures and Fair Value Measurement Hierarchy for Assets as at March 31, 2021:

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair Value Measurement using | | |
|---|-------------------|-------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted Prices in Active Markets | Significant observable Inputs | Significant Unobservable Inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Assets measured at Fair Value | | | | | |
| Investment in Preference Shares | 31.03.2021 | 13.44 | - | - | 13.44 |
| Investment in Equity Shares | 31.03.2021 | 0.02 | - | - | 0.02 |
| Assets for which Fair Values are disclosed (refer note 39) | | | | | |
| Employee Loans | 31.03.2021 | 0.37 | - | 0.37 | - |
| Security Deposits | 31.03.2021 | 3.30 | - | 3.30 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Quantitative Disclosures and Fair Value Measurement Hierarchy for Liabilities as at March 31, 2021:

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair Value Measurement using | | |
|--|-------------------|----------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Liabilities measured at Fair Value | | | | | |
| Derivative Financial Liabilities | 31.03.2021 | 15.23 | - | 15.23 | - |
| Liabilities for which Fair Values are disclosed (refer note 39) | | | | | |
| Borrowings - Floating Rate | 31.03.2021 | 3,847.99 | - | 3,847.99 | - |
| Lease Liabilities | 31.03.2021 | 17.75 | - | 17.75 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Quantitative Disclosures and Fair Value measurement Hierarchy for Assets as at March 31, 2020:

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair Value Measurement using | | |
|---|-------------------|-------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Assets measured at Fair Value | | | | | |
| Derivative Financial Assets | 31.03.2020 | 37.70 | - | 37.70 | - |
| Investment in Equity Shares | 31.03.2020 | 0.02 | - | - | 0.02 |
| Assets for which Fair Values are disclosed (refer note 39) | | | | | |
| Employee Loans | 31.03.2020 | 0.47 | - | 0.47 | - |
| Security Deposits | 31.03.2020 | 3.29 | - | 3.29 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Quantitative Disclosures and Fair Value Measurement hierarchy for Liabilities as at March 31, 2020:

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair Value Measurement using | | |
|--|-------------------|----------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Liabilities measured at Fair Value | | | | | |
| Derivative Financial Liabilities | 31.03.2020 | 30.53 | - | 30.53 | - |
| Liabilities for which Fair Values are disclosed (refer note 39) | | | | | |
| Borrowings - Floating Rate | 31.03.2020 | 4,680.14 | - | 4,680.14 | - |
| Lease Liabilities | 31.03.2020 | 21.22 | - | 21.22 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 items:

(Rs. in Crore)

| Particulars | Investment in Preference Shares | Investment in Bonds |
|---|---------------------------------|---------------------|
| As at March 31, 2019 | 12.93 | 24.50 |
| - Additions | 15.60 | - |
| - Deletions | - | (3.00) |
| - Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | (28.53) | (21.50) |
| As at March 31, 2020 | - | - |
| - Additions | 58.83 | - |
| - Deletions | - | - |
| - Adjusted against the liability towards Commitment in relation to Investment | (43.62) | - |
| - Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | (1.77) | - |
| As at March 31, 2021 | 13.44 | - |

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis are shown as below:

| Particulars | Valuation techniques | Significant unobservable inputs | Range (Net assets value) (Rs.in Crore) | Sensitivity of the inputs to fair value |
|---------------------------------|--|---------------------------------|--|--|
| As at March 31, 2021 | | | | |
| Investment in Preference Shares | Net Assets value method | Net Assets Value | 13.44 | Increase (decrease) in net assets value by 5% would result in increase (decrease) in fair value by Rs.0.67 Crore and (Rs.0.67 Crore) respectively. |
| As at March 31, 2020 | Based on the assessment, investment has been fully impaired, therefore no sensitivity analysis has been performed. | | | |

41 Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations. The Company also holds investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The management of these risks is carried out by the finance department under the approved policies of the Company. The finance department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The management reviews overall risks periodically.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, investments, other receivables, other payables and derivative financial instruments. The sensitivity analysis in the following sections relate to the position as at March 31, 2021 and March 31, 2020.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant.

The following assumptions have been made in calculating the sensitivity analysis:

-The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held as at March 31, 2021 and March 31, 2020.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As and when deemed appropriate, the Company enters into Interest rate swap contracts for converting floating rate into fixed rate.

Interest Rate Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in Crore)

| Particulars | Increase/ Decrease in basis points | Effect on Profit before Tax |
|-----------------------|------------------------------------|-----------------------------|
| March 31, 2021 | | |
| USD Borrowings | +50 | (7.68) |
| USD Borrowings | -50 | 13.63 |
| March 31, 2020 | | |
| USD Borrowings | +50 | (23.78) |
| USD Borrowings | -50 | 23.78 |

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The foreign exchange risk of the Company arises mainly out of import of fertilisers and foreign currency borrowings.

The major part of the long term borrowings of the Company comprises of External Commercial Borrowings / Foreign Currency Term Loans availed in US Dollars for financing of Gadepan-III plant of the Company. The repayment of these loans has started from previous financial year. Revenue from Urea produced and sold from Gadepan-III Plant is governed by New Investment Policy- 2012 (amended) of the Government of India. The revenue of the Company from Gadepan-III Plant is linked to US Dollars in terms of New Investment policy 2012. Accordingly, the Company has natural cover against fluctuation of foreign exchange rates and did not enter into transactions to hedge foreign exchange risk in respect of aforesaid foreign currency borrowings.

In order to mitigate the foreign exchange risk in respect of imported fertilisers, the Company continuously monitors its foreign exchange exposure and hedges its foreign exchange risk in this regard, to the extent considered necessary, through forward contracts and option structures.

Foreign Currency Sensitivity

The company exposure to foreign currency risk at the end of the reporting period expressed in Rupees are as follows:

As at March 31, 2021

(Rs. in Crore)

| Currency | Assets | | Liabilities | | | | Net Exposure to Foreign Currency |
|----------|---|-------------------|--------------------------|------------|----------------------------------|--|----------------------------------|
| | Receivables from Subsidiary Companies / Joint Venture | Other Receivables | Trade and Other Payables | Borrowings | Derivative Financial Liabilities | Interest accrued but not due on Borrowings | |
| USD | - | 20.48 | 79.80 | 3,876.77 | 18.45 | 0.25 | (3,954.79) |
| SGD | - | - | 0.01 | - | - | - | (0.01) |
| EURO | - | - | 0.35 | - | - | - | (0.35) |

As at March 31, 2020

(Rs. in Crore)

| Currency | Assets | | Liabilities | | | | Net Exposure to Foreign Currency |
|----------|---|-------------------|--------------------------|------------|----------------------------------|--|----------------------------------|
| | Receivables from Subsidiary Companies / Joint Venture | Other Receivables | Trade and Other Payables | Borrowings | Derivative Financial Liabilities | Interest accrued but not due on Borrowings | |
| USD | 0.20 | 7.52 | 202.16 | 5,727.25 | 931.98 | 5.99 | (6,859.66) |
| SGD | - | - | 0.01 | - | - | - | (0.01) |
| EURO | - | - | 0.64 | - | - | - | (0.64) |

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of various currencies with Rupees, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

(Rs. in Crore)

| Particulars | Effect on Profit Before Tax For the Year Ended March 31, 2021 | Effect on Profit Before Tax For the Year Ended March 31, 2020 | Effect on Other Comprehensive Income For the Year Ended March 31, 2021 | Effect on Other Comprehensive Income For the Year Ended March 31, 2020 |
|-------------------------|---|---|--|--|
| USD Sensitivity | | | | |
| Rs./USD increase by 5% | (2.06) | (13.90) | (193.84) | (235.89) |
| Rs./USD decrease by 5% | 2.06 | 13.90 | 193.84 | 235.89 |
| SGD Sensitivity | | | | |
| Rs./SGD increase by 5% | (0.00) | (0.00) | - | - |
| Rs./SGD decrease by 5% | 0.00 | 0.00 | - | - |
| EURO Sensitivity | | | | |
| Rs./EURO increase by 5% | (0.02) | (0.03) | - | - |
| Rs./EURO decrease by 5% | 0.02 | 0.03 | - | - |

Impact of Hedging Items

Disclosure of effects of hedge accounting on Financial Position and Financial Performance:

(a) Financial Position

As at March 31, 2021

(Rs. in Crore)

| Type of Hedge & Risks | Nominal Value | | Carrying amount of Hedging Instrument | | Maturity Date | Hedge Ratio* | Weighted Average Strike Price/Rate | Changes in Fair value of Hedging Instrument | Change in the value of Hedged Item used as the basis for recognising Hedge Effectiveness |
|-------------------------------|---------------|-------------|---------------------------------------|-------------|---------------|--------------|------------------------------------|---|--|
| | Assets | Liabilities | Assets | Liabilities | | | | | |
| Cash Flow Hedge | | | | | | | | | |
| Foreign Exchange Risk: | | | | | | | | | |
| Borrowings | - | 3,847.99 | - | 3,847.99 | 30.09.2027 | 1:1 | USD 1 : Rs. 66.27 | 465.40 | (465.40) |

As at March 31, 2020

(Rs. in Crore)

| Type of Hedge & Risks | Nominal Value | | Carrying amount of Hedging Instrument | | Maturity Date | Hedge Ratio* | Weighted Average Strike Price/Rate | Changes in Fair value of Hedging Instrument | Change in the value of Hedged Item used as the basis for recognising Hedge Effectiveness |
|-------------------------------|---------------|-------------|---------------------------------------|-------------|---------------|--------------|------------------------------------|---|--|
| | Assets | Liabilities | Assets | Liabilities | | | | | |
| Cash Flow Hedge | | | | | | | | | |
| Foreign Exchange Risk: | | | | | | | | | |
| Borrowings | - | 4,680.14 | - | 4,680.14 | 30.09.2027 | 1:1 | USD 1 : Rs. 66.27 | 621.96 | (621.96) |

* The entire amount of Borrowings taken for Gadepan-III Plant has been designated as hedging instrument against highly probable forecasted revenue being hedged item from Gadepan-III Plant, therefore the hedge ratio is 1:1.

(b) Financial Performance

(Rs. in Crore)

| For the Year Ended March 31, 2021 | | | | |
|-----------------------------------|--|--|---|---|
| Type of Hedge | Change in the value of the Hedging Instrument recognised in Other Comprehensive Income | Hedge ineffectiveness recognised in Profit or Loss | Amount re-classified from Cash Flow Hedging Reserve to Profit or Loss | Line item affected in Statement of Profit and Loss because of the re-classification |
| Cash Flow Hedge | | | | |
| Foreign Exchange Risk | 156.56 | - | 76.95 | Revenue from Operations |

(Rs. in Crore)

| For the Year Ended March 31, 2020 | | | | |
|-----------------------------------|--|--|---|---|
| Type of Hedge | Change in the value of the Hedging Instrument recognised in Other Comprehensive Income | Hedge ineffectiveness recognised in Profit or Loss | Amount re-classified from Cash Flow Hedging Reserve to Profit or Loss | Line item affected in Statement of Profit and Loss because of the re-classification |
| Cash Flow Hedge | | | | |
| Foreign Exchange Risk | (419.74) | - | 35.00 | Revenue from Operations |

Movements in Cash Flow Hedging Reserve

(Rs. in Crore)

| Risk Category | Foreign Currency Risk | |
|--|------------------------|------------------------|
| | Financial Year 2020-21 | Financial Year 2019-20 |
| Derivative Instruments | | |
| Cash Flow Hedging Reserve | | |
| Opening at the beginning of the Year | (381.93) | (131.62) |
| Add: Changes in Borrowings | 156.56 | (419.74) |
| Add: Amounts re-classified to Profit or Loss | 76.95 | 35.00 |
| Less: Current Tax relating to above | 17.24 | 7.08 |
| Less: Deferred Tax relating to above | 64.36 | (141.51) |
| Closing at the end of the Year | (230.02) | (381.93) |

c) Commodity Price Risk

Commodity price risk of the Company arises from the ongoing purchase of natural gas and imported fertilisers required for its operating activities.

- (i) Natural gas is the major raw material for manufacture of Urea. The prices of Natural Gas are mostly linked to international crude oil prices which varies with the fluctuation in the prices of crude oil, demand supply pattern, etc. The Company is not affected by price volatility of natural gas as the cost of natural gas is considered appropriately in line with the subsidy policies of Government of India for manufacture of Urea. The part of the natural gas quantity required by the Company has also been purchased at fixed price. As per the guidelines for pooling of gas in fertilizer (Urea) sector issued by the Government of India, the natural gas is available to the Urea manufacturer at uniform price. The Company did not enter into any transaction for hedging the fluctuations in the prices of natural gas.
- (ii) The Company deals in imported fertilisers (i.e. DAP, MOP and NPK), which are imported by the Company and sold in the domestic market. The prices of imported fertilisers may fluctuate due to demand-supply scenario, outage of plants, fluctuation in prices of raw materials, etc.

The Company takes following steps to mitigate the risk pertaining to fluctuation in prices:

- (a) Dynamic sourcing strategy and review of demand and supply on regular basis;
- (b) No long term commitments; and
- (c) Constant review of market condition including costing of competitors.

The Company did not enter into any transactions to hedge the risk pertaining to fluctuation in prices.

(ii) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

a) Trade Receivables

The Company's receivables can be classified into two categories, one is from the customers/ dealers in the market and second one is from the Government of India in the form of subsidy. As far as Government portion of receivables is concerned, credit risk is Nil. In respect of market receivables from the customers/ dealers, the Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers and outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several states and operate in largely independent markets. The Company has also taken security deposits from its customers, which mitigate the credit risk to some extent.

b) Financial Instruments and Cash Deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department. Credit risk arising from investment in mutual funds, bonds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised institutions with good credit ratings assigned by the credit rating agencies.

(Rs. in Crore)

| Particulars | Trade Receivables | Other Current Assets | Other Current Financial Assets |
|--|-------------------|----------------------|--------------------------------|
| Allowance as at April 01, 2019 | 212.92 | 32.42 | 1.65 |
| Allowance made during the financial year 2019-20 | 2.80 | 12.67 | - |
| Allowance written off / (written back) during the financial year 2019-20 | (199.69) | - | - |
| Allowance as at March 31, 2020 | 16.03 | 45.09 | 1.65 |
| Allowance made during the financial year 2020-21 | 0.55 | - | - |
| Allowance written off / (written back) during the financial year 2020-21 | (0.07) | (0.45) | - |
| Allowance as at March 31, 2021 | 16.51 | 44.64 | 1.65 |

(iii) Liquidity Risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term funding requirements. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(Rs. in Crore)

| Particulars | Less than 1 year | 1-2 years | 2-3 years | 3-5 years | > 5 years | Total |
|-----------------------------|------------------|---------------|---------------|-----------------|---------------|-----------------|
| As at March 31, 2021 | | | | | | |
| Borrowings | 771.60 | 771.60 | 771.60 | 1,213.60 | 348.37 | 3,876.77 |
| Lease Liabilities | 5.15 | 5.06 | 4.68 | 2.67 | 0.19 | 17.75 |
| Other Financial Liabilities | 258.09 | - | - | - | - | 258.09 |
| Trade and Other Payables | 401.15 | - | - | - | - | 401.15 |
| | 1,435.99 | 776.66 | 776.28 | 1,216.27 | 348.56 | 4,553.76 |

(Rs. in Crore)

| Particulars | Less than 1 year | 1-2 years | 2-3 years | 3-5 years | > 5 years | Total |
|-----------------------------|------------------|---------------|---------------|-----------------|---------------|------------------|
| As at March 31, 2020 | | | | | | |
| Borrowings | 5,639.16 | 798.57 | 798.57 | 1,442.07 | 973.04 | 9,651.41 |
| Lease Liabilities | 4.77 | - | - | 16.13 | 0.32 | 21.22 |
| Other Financial Liabilities | 302.27 | - | - | - | - | 302.27 |
| Trade and Other Payables | 635.38 | - | - | - | - | 635.38 |
| | 6,581.58 | 798.57 | 798.57 | 1,458.20 | 973.36 | 10,610.28 |

42 Capital Management

The Company's objective while managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefit for other stakeholders. The Company will maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return the capital to shareholders, issue new shares or sell assets to reduce debt.

The Capital Structure of the Company is as follows:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Equity Share Capital | 416.21 | 416.21 |
| Other Equity | 4,876.10 | 3,499.67 |
| Debts (Long term and Short term both (including current maturities))* | 3,847.99 | 9,613.77 |
| Total | 9,140.30 | 13,529.65 |

* The above debt includes Rs. 3,847.99 Crore (Previous Year: Rs. 4,680.14 Crore) towards the Gadepan-III Plant, which had commenced commercial production from January 01, 2019. Majority of the balance debt is towards working capital during the Previous Year.

Under the terms of the borrowing facilities pertaining to Gadepan-III Plant, the Company is required to comply with certain financial covenants as detailed below:

| S. No. | Debt Covenants | Required - Financial Year 2020-21 | Achieved - Financial Year 2020-21 | Required - Financial Year 2019-20 | Achieved - Financial Year 2019-20 |
|--------|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| 1 | Total outstanding Liabilities to Tangible Net worth | Ratio should be $\leq 2.75:1$ | 0.93:1 | Ratio should be $\leq 2.75:1$ | 2.39:1 |
| 2 | Total Debts to EBITDA | Ratio should be $\leq 4.75:1$ | 1.51:1 | Ratio should be $\leq 5.00:1$ | 3.95:1 |
| 3 | Fixed Assets Cover Ratio | Ratio should be $\geq 1.25:1$ | 1.72:1 | Ratio should be $\geq 1.25:1$ | 1.45:1 |
| 4 | Debt Service Coverage Ratio | Ratio should be $\geq 1.20:1$ | 2.33:1 | Ratio should be $\geq 1.20:1$ | 1.78:1 |

43 Distribution Made and Proposed

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|---------------------------|---------------------------|
| Cash Dividend on Equity Shares Declared and Paid: | | |
| Dividend (during the year ended on March 31, 2021: Nil and March 31, 2020 at the rate of Rs. 2.00 per equity share) | - | 83.24 |
| Dividend Distribution Tax (DDT) on Dividend | - | 17.11 |
| Interim Dividend (during the year ended on March 31, 2021 at the rate of Rs. 3.00 per equity share and March 31, 2020 at the rate of Rs. 4.00 per equity share) | 124.86 | 166.49 |
| DDT on Interim Dividend | - | 34.21 |
| Total | 124.86 | 301.05 |

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Proposed Dividend on Equity Shares: | | |
| Final Dividend (for the year ended on March 31, 2021: at the rate of Rs. 4.50 per equity share, for the year ended on March 31, 2020: Nil) | 187.29 | - |
| Total | 187.29 | - |

44 Assets classified as Held for Sale

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Property, Plant and Equipment classified as Held for Sale : | | |
| - Plant and Equipment * | 0.23 | 0.15 |
| - Office Equipment | 0.00 | - |
| Total | 0.23 | 0.15 |

* net of loss of Rs. 0.51 Crore for write down of Property, Plant and Equipment.

45 Disclosure required under Section 186 (4) of the Companies Act, 2013

- (a) The Company has not granted any loan during the financial year ended March 31, 2021 under section 186 of the Companies Act, 2013.
- (b) Particulars of Guarantee given:

(Rs. in Crore)

| S. No. | Name of the Entity | Guarantee given during the financial year * | | Outstanding Balance as at | | Purpose |
|--------|--------------------|---|---------|---------------------------|----------------|--|
| | | 2020-21 | 2019-20 | March 31, 2021 | March 31, 2020 | |
| 1 | ISGN Corporation | - | 128.64 | - | 128.64 | To secure the Line of Credit availed from the bank |

* The Corporate Guarantee given stands released / cancelled.

- (c) Particulars of Investments made:

(Rs. in Crore)

| S. No. | Name of the Investee | Investment made during the financial year | | Outstanding Balance as at | |
|--------|--|---|---------|---------------------------|----------------|
| | | 2020-21 | 2019-20 | March 31, 2021 | March 31, 2020 |
| 1 | Investment made in Preference Shares of CFCL Ventures Limited (refer footnote below) | 58.83 | 15.60 | 13.44 | - |

Footnote: Outstanding balance is net of Fair value loss.

The details of Investments of the Company are given in note 5A and note 8A.

46 List of Subsidiaries and Joint Venture with Ownership % and Place of Business :

| Name of the Investees | Principal Place of Business | Percentage of Ownership as at March 31, 2021 | Percentage of Ownership as at March 31, 2020 | Method used to account for the investment |
|---|-----------------------------|--|--|---|
| Subsidiaries | | | | |
| Chambal Infrastructure Ventures Limited | India | 100.00% | 100.00% | Deemed cost |
| India Steamship Pte Ltd.* | Singapore | - | 100.00% | Deemed cost |
| India Steamship Limited ** | India | - | 100.00% | Deemed cost |
| CFCL Ventures Limited (CVL) # | Cayman Islands | 72.27% | 72.27% | Deemed cost / Fair Value |

| Name of the Investees | Principal Place of Business | Percentage of Ownership as at March 31, 2021 | Percentage of Ownership as at March 31, 2020 | Method used to account for the investment |
|---|-----------------------------|--|--|---|
| Subsidiaries of CVL | | | | |
| ISGN Corporation ## | U.S.A | 100.00% | 100.00% | |
| ISG Novasoft Technologies Limited ## | India | 100.00% | 100.00% | |
| Inuva Info Management Private Limited ***/ ## / ### | India | 71.00% | 71.00% | |
| Joint Venture | | | | |
| Indo Maroc Phosphore S.A, - IMACID | Morocco | 33.33% | 33.33% | Deemed cost |

* Dissolved on April 06, 2020.

** The liquidator of the subsidiary completely liquidated the assets thereof during the financial year 2019-20 and the subsidiary was dissolved on February 09, 2021.

*** The liquidator of the subsidiary completely liquidated the assets thereof during the financial year 2019-20 and the subsidiary was dissolved on May 03, 2021.

In case of equity investment at deemed cost, whereas investment in preference shares at Fair value through Profit and Loss.

Percentage of ownership of CVL.

Subsidiary of ISG Novasoft Technologies Limited.

47 Changes in Financial Liabilities arising from Financing Activities for Financial Year 2020-21

(Rs. in Crore)

| Particulars | As at March 31, 2020 | Receipt | Repayment | Foreign Exchange Variation (Net) | Foreign Currency Translation | Transaction Cost & Others* | As at March 31, 2021 |
|-----------------------|----------------------|-----------------|-------------------|----------------------------------|------------------------------|----------------------------|----------------------|
| Long Term Borrowings | 4,680.14 | - | (684.44) | (156.56) | - | 8.85 | 3,847.99 |
| Short Term Borrowings | 3,924.16 | - | (3,924.16) | - | - | - | - |
| Supplier's Credit | 1,009.47 | 3,407.88 | (4,357.36) | (59.99) | - | - | - |
| Lease Liabilities * | 21.22 | - | (6.34) | - | - | 2.87 | 17.75 |
| Total | 9,634.99 | 3,407.88 | (8,972.30) | (216.55) | - | 11.72 | 3,865.74 |

* Represents movement in Lease Liabilities on account of addition and interest expenses.

Changes in Financial Liabilities arising from Financing Activities for Financial Year 2019-20

(Rs. in Crore)

| Particulars | As at March 31, 2019 | Receipt | Repayment | Foreign Exchange Variation (Net) | Foreign Currency Translation | Transaction Cost & Others* | As at March 31, 2020 |
|-----------------------|----------------------|-----------------|-------------------|----------------------------------|------------------------------|----------------------------|----------------------|
| Long Term Borrowings | 4,383.19 | 482.97 | (609.37) | 419.74 | - | 3.61 | 4,680.14 |
| Short Term Borrowings | 2,968.77 | 955.39 | - | - | - | - | 3,924.16 |
| Supplier's Credit | 1,193.19 | 2,797.94 | (3,060.55) | 78.89 | - | - | 1,009.47 |
| Lease Liabilities* | - | - | (6.34) | - | - | 27.56 | 21.22 |
| Total | 8,545.15 | 4,236.30 | (3,676.26) | 498.63 | - | 31.17 | 9,634.99 |

* Represents movement in Lease Liabilities on the adoption of Ind AS 116, Leases.

- 48 During the financial year 2018-19, the Company had provided for Rs. 197.27 Crore due to delay in implementation of Modified NPS-III for payment on account of additional fixed cost to Urea units by the Ministry of Chemicals and Fertilisers, Government of India ("MOCF"). During the previous year ended March 31, 2020, MOCF has amended Modified NPS-III. Accordingly, the Company had reversed the aforesaid provision of Rs. 197.27 Crore and had also written off an amount of Rs. 91.70 Crore towards subsidy receivables accrued during the previous years, in pursuance of such amendment in Modified NPS-III. The impact of the aforesaid reversal of provision and written off an amount had been included under "Exceptional Items" as per note 24 during the financial year ended March 31, 2020.
- 49 The Company will continue to assess the impact of the Supreme Court Judgment in case of "Vivekananda Vidyamandir and Others Vs the Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. CI/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. As per the said assessment and the legal advice obtained by the Company, the aforesaid matter is not likely to have any significant impact and accordingly, no provision has been made in these Financial Statements.
- 50 Previous year figures have been re-grouped / re-classified wherever necessary, to make them comparable.
- 51 The Company, as per the Securities and Exchange Board of India (SEBI) circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018, is a Large Corporate and hence is required to disclose the following information about its borrowings:

i. Initial Disclosure filed for the Financial Year 2020-21

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1 | Name of the Company | Chambal Fertilisers and Chemicals Limited |
| 2 | CIN | L24124RJ1985PLC003293 |
| 3 | Outstanding borrowing of company as on 31st March, 2020 (Rs. in Crore) | Rs. 1,235.18 Crore * |
| 4 | Highest Credit Rating During the previous FY along with name of the Credit Rating Agency | CRISIL AA/Stable by CRISIL Limited |
| 5 | Name of the Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework | National Stock Exchange of India Limited |

* Long term Borrowings with original maturity of more than one year (excluding External Commercial Borrowings) pertains to Foreign Currency Term Loans of USD 163.232 Million (converted from USD to Rupees @ 1 USD =Rs. 75.67).

We confirm that we are a Large Corporate as per the applicability criteria given under the SEBI circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.

ii. Initial Disclosure filed for the Financial Year 2021-22

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1 | Name of the Company | Chambal Fertilisers and Chemicals Limited |
| 2 | CIN | L24124RJ1985PLC003293 |
| 3 | Outstanding borrowing of company as on 31st March, 2021 (Rs. in Crore) | Rs. 1,034.34 Crore * |
| 4 | Highest Credit Rating During the previous FY along with name of the Credit Rating Agency | CRISIL AA/Positive by CRISIL Ratings Limited |
| 5 | Name of the Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework | National Stock Exchange of India Limited |

* Long term Borrowings with original maturity of more than one year (excluding External Commercial Borrowings) pertains to Foreign Currency Term Loans of USD 141.468 Million (converted from USD to Rupees @ 1 USD = Rs. 73.115).

We confirm that we are a Large Corporate as per the applicability criteria given under the SEBI circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.

iii. Annual Disclosure

1. Name of the Company Chambal Fertilisers and Chemicals Limited
2. CIN L24124RJ1985PLC003293
3. Report filed for FY 2020-21
4. Details of the borrowings (all figures in Rs. Crore):

| S. No. | Particulars | Details |
|--------|--|----------------|
| i. | Incremental Borrowing done in FY (a) | Nil |
| ii. | Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a) | Nil |
| iii. | Actual borrowings done through debt securities in FY (c) | Nil |
| iv. | Shortfall in the mandatory borrowing through debt securities, if any (d) = (b) - (c) {If the calculated value is zero or negative, write "nil"} | Nil |
| v. | Reasons for short fall, if any, in mandatory borrowings through debt securities | Not Applicable |

52 Disclosure as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

In accordance with the requirements of Listing Regulations, the details of transaction of the Company with any person or entity belonging to the promoter/promoter group holding 10% or more shareholding in the Company are as under:

(Rs. in Crore)

| Name of the Shareholder | Nature of Transaction | % Shareholding as at March 31, 2021 | Year Ended March 31, 2021 | % Shareholding as at March 31, 2020 | Year Ended March 31, 2020 |
|-----------------------------|-------------------------------|-------------------------------------|---------------------------|-------------------------------------|---------------------------|
| The Hindustan Times Limited | Rent and Maintenance Expenses | 14.26 | 0.27 | 13.74 | 0.29 |

53 Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) 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 the management at the time the asset is acquired and reviewed periodically, including at 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 technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

b) Income Taxes

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

The Company is having brought forward losses on account of claim under section 35AD of Income tax Act, 1961 that will be used to offset future taxable income. The Company has profitable operations that supports the recognition of deferred taxes on these losses. On this basis, the Company has determined that it can recognise deferred tax assets on the tax losses carried forward.

The Company has Rs.469.54 Crore (Previous Year: Rs.470.67 Crore) of carried forward tax losses on account of long term / short term capital losses. These losses mainly relate to the loss on voluntary liquidation of a subsidiary of the Company and merger of a subsidiary of the Company with its subsidiary and will expire in two to four years and may be used to offset taxable long term / short term capital gains in the future. At present, the Company does not have any tax planning opportunities available that could support the recognition of these capital losses as deferred tax assets. On this basis, the Company has determined

that it cannot recognise deferred tax assets on these tax losses (long term/ short term capital losses) carried forward. If the Company would have been able to recognise all unrecognised deferred tax assets, profit and equity would have increased by Rs.127.36 Crore (Previous Year: Rs.127.75 Crore). Further details on taxes are disclosed in note 38 to the financial statements.

The Government of India has introduced the Taxation Laws (Amendment) Act, 2019 and has given the option of lower tax rate subject to certain conditions. As the Company has carried forward tax losses and Minimum Alternate Tax ("MAT") credit mainly due to addition of New Urea Plant in the past and it is expected that the Company will remain under MAT for some more years, the management has carried out an assessment according to which the Company shall continue under the existing tax regime and move to lower tax rate after certain years. In view of above, the Company has re-assessed the deferred tax liability as per Ind AS 12 'Income Taxes' and resultant impact has been recognised during the year. Accordingly, the 'Deferred Tax' for the financial year ended March 31, 2021 includes a credit of Rs. 61.25 Crore (Previous Year: Rs. 343.97 Crore).

c) Defined Benefit Plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for defined benefit plans, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on the expected future inflation rates. Further details about the defined benefit plans are given in note 31 to the financial statements.

d) Revenue

The Company's revenue includes subsidy claims, part of which are pending notification / final implementation by 'Fertiliser Industry Coordination Committee' (FICC), Government of India. As per management estimates, there is reasonable certainty based on Government of India policy and past experience that claims will be notified in due course. On issuance of notification by FICC, Government of India, the adjustments, if any, to revenue are not expected to be significant.

e) Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including discounted cash flow method. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Further disclosures in this regard are given in note 40.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

Place : New Delhi
Date : May 10, 2021

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Abhay Baijal
Chief Financial Officer

Place : New Delhi
Date : May 10, 2021

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

INDEPENDENT AUDITOR'S REPORT
To the Members of Chambal Fertilisers and Chemicals Limited
Report on the Audit of the Consolidated Financial Statements
Opinion

1. We have audited the accompanying consolidated financial statements of Chambal Fertilisers and Chemicals Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint venture (refer Note 26 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2021, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated statement of changes in equity and the Statement of consolidated cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2021 and their consolidated total comprehensive income (comprising of consolidated profit and other consolidated comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. 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 Consolidated Ind AS Financial Statements section of our report. We are independent of the Group and its joint venture in accordance with the ethical requirements that are relevant to our audit of the Consolidated Ind AS Financial Statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports and unaudited financial information as certified by the management and referred to in sub-paragraph 16 and 17 respectively of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
|--|---|
| <p>Assessment of implications of government policies/ notifications on recognition of subsidy revenue and its recoverability</p> <p>[Refer to the accompanying notes 2.3(xvii)(a), 8(B), 17, 34 and 56(d) of the Consolidated Ind AS Financial Statements.]</p> <p>During the year, the Holding Company has recognised subsidy revenue amounting to Rs. 7,279.84 Crore and the aggregate amount of subsidy receivable as at March 31, 2021 is Rs. 1,103.54 Crore. The amount of subsidy revenue and the balance receivable are significant to the Consolidated Ind AS Financial Statements.</p> <p>We focused on this area since the recognition of subsidy revenue and the assessment of recoverability of the related subsidy receivables is subject to significant judgements of the management. The areas of subjectivity and judgement include interpretation and satisfaction of conditions specified in the notifications/ policies in the estimation of timing and amount of recognition of subsidy revenue, likelihood of recoverability and allowance in relation to the outstanding subsidy receivables.</p> | <p>Our procedures included the following:</p> <ul style="list-style-type: none"> • We understood and evaluated the design and tested the operating effectiveness of controls as established by management in recognition of subsidy revenue and assessment of the recoverability of outstanding subsidy. • We evaluated the management's assessment regarding reasonable certainty of complying with the relevant conditions as specified in the notifications/policies. • We considered the relevant notifications/policies issued by various authorities to ascertain the appropriateness of the recognition of subsidy revenue and adjustments to subsidy already recognised in earlier years pursuant to changes in subsidy rates. • We also understood the basis of judgements that management has made in relation to the notifications/ policies including past precedence and subsequent evidence, as applicable. • We assessed the reasonableness of the recoverability of subsidy receivable by reviewing the management's analysis and information used to determine the recoverability of subsidy receivable, ageing of receivables and historical trends. |

| Key audit matter | How our audit addressed the key audit matter |
|------------------|--|
| | <ul style="list-style-type: none"> • We evaluated adequacy of disclosures in the Consolidated Ind AS Financial Statements. <p>Based on the above procedures performed, the management's assessment of the implications of government notifications/policies on recognition of subsidy revenue and its recoverability was considered to be reasonable.</p> |

Other Information

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the Consolidated Ind AS Financial Statements and our auditor's report thereon.
6. Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph 16 below), 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 Consolidated Ind AS Financial Statements

8. The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and consolidated statement of changes in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its joint venture respectively and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.
9. In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and of its joint venture, respectively, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group including its joint venture or to cease operations, or has no realistic alternative but to do so.
10. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for overseeing the financial reporting process of the Group and of its joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture to express an opinion on the Consolidated Ind AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Ind AS Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Ind AS Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance of the Holding Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

16. We did not audit the financial statements / financial information of four subsidiaries, whose financial statements / financial information reflect total assets of Rs. 24.30 Crore and net assets of Rs. (761.92) Crore as at March 31, 2021, total revenue of Rs. Nil, total comprehensive income (comprising of profit and other comprehensive income) of Rs. 335.07 Crore and net cash flows amounting to Rs. (10.37) Crore for the year ended March 31, 2021, as considered in the Consolidated Ind AS Financial Statements. The Consolidated Ind AS Financial Statements also include the Group's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. 106.65 Crore for the year ended March 31, 2021, as considered in the Consolidated Ind AS Financial Statements, in respect of one joint venture, whose financial statements / financial information has not been audited by us. These financial statements and other financial information have been audited by other independent auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Ind AS Financial Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries and joint venture, is based solely on the reports of the other auditors.

The financial information of the joint venture, it being located outside India, has been prepared in accordance with International Financial Reporting Standards (IFRS) accounting principles and have been audited by its other independent auditor under International Standards on Auditing (ISA). The Company's management has converted the financial information of such joint venture located outside India from IFRS to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such joint venture located outside India, including other information, is based on the report of its other independent auditor and the conversion adjustments prepared by the management of the Company and audited by us.

17. We did not audit the financial information of one subsidiary, whose financial information reflect total assets of Rs. Nil and net assets of Rs. Nil as at March 31, 2021, total revenue of Rs. Nil, total comprehensive income (comprising of profit/ loss and other

comprehensive income) of Rs. Nil and net cash outflows amounting to Rs. Nil for the year ended on that date, as considered in the Consolidated Ind AS Financial Statements. This financial information is unaudited and have been furnished to us by the Management, and our opinion on the Consolidated Ind AS Financial Statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to this subsidiary, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the Consolidated Ind AS Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

18. 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 of the aforesaid Consolidated Ind AS Financial Statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, and its subsidiaries included in the Group incorporated in India including relevant record, relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books of the Holding Company and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and statement of Consolidated Cash Flows Statement dealt with by this Report are in agreement with the relevant books of account and records maintained by the Holding Company for the purpose of preparation of the Consolidated Ind AS Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Ind AS 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 of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls with reference to financial statements of the Holding Company and its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- (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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Ind AS Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint ventures– Refer Note 27 to the Consolidated Ind AS Financial Statements.
 - ii. The Group and its joint venture has long-term contracts as at March 31, 2021 for which there were no material foreseeable losses. The Group and its joint venture has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on derivative contracts – Refer Note 14C to the Consolidated Ind AS Financial Statements.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2021. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiary companies incorporated in India.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group and its Joint Venture for the year ended March 31, 2021.

19. The Holding Company and its subsidiaries, incorporated in India, have paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership Number - 099903
UDIN : 21099903AAAAEO7236

Place : New Delhi
Date : May 10, 2021

Annexure A to Independent Auditors' Report

Referred to in paragraph 18(f) of the Independent Auditors' Report of even date to the members of Chambal Fertilisers and Chemicals Limited on the Consolidated Ind AS Financial Statements for the year ended March 31, 2021.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Holding Company as of and for the year ended March 31, 2021, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Holding Company's and its subsidiaries, which are companies incorporated in India, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's and its subsidiary companies, which are incorporated in India, internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. 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.

Opinion

8. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary companies incorporated in India 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.

Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to certain subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership Number - 099903
UDIN : 21099903AAAAEO7236

Place : New Delhi
Date : May 10, 2021

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

(Rs. in Crore)

| Particulars | Notes | As at March 31, 2021 | As at March 31, 2020 |
|--|--------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, Plant and Equipment | 3 | 6,461.68 | 6,678.57 |
| Capital Work-in-Progress | 29 & 3 | 160.52 | 84.99 |
| Right-of-Use Assets | 3 | 16.57 | 20.45 |
| Other Intangible Assets | 4A | 1.59 | 2.01 |
| Intangible Assets under Development | 4B | 0.27 | - |
| Investments Accounted for Using the Equity Method | 37(A) | 298.31 | 217.14 |
| Financial Assets: | | | |
| i. Investments | 5A | 0.02 | 0.02 |
| ii. Loans | 5B | 0.37 | 0.47 |
| iii. Other Financial Assets | 5C | 3.32 | 3.31 |
| Non-Current Tax Assets (Net) | 42 | 126.83 | 129.73 |
| Deferred Tax Assets (Net) | 42 | - | 37.55 |
| Other Non-Current Assets | 6 | 29.65 | 33.24 |
| Total Non-Current Assets | | 7,099.13 | 7,207.48 |
| Current Assets | | | |
| Inventories | 7 | 789.14 | 1,135.60 |
| Financial Assets: | | | |
| i. Investments | 8A | - | - |
| ii. Trade Receivables | 8B | 1,174.59 | 5,563.11 |
| iii. Cash and Cash Equivalents | 8C | 887.91 | 146.13 |
| iv. Bank Balances other than (iii) above | 8D | 19.49 | 21.40 |
| v. Loans | 8E | 0.10 | 0.12 |
| vi. Other Financial Assets | 8F | 161.66 | 330.91 |
| Current Tax Assets (Net) | 42 | 0.03 | 0.04 |
| Other Current Assets | 9 | 114.41 | 127.73 |
| Assets Classified as Held for Sale | 46(B) | 0.23 | 0.15 |
| Total Current Assets | | 3,147.56 | 7,325.19 |
| Total Assets | | 10,246.69 | 14,532.67 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 10 | 416.21 | 416.21 |
| Other Equity | 10A | 4,832.58 | 3,123.09 |
| Equity attributable to Owners of the Parent Company | | 5,248.79 | 3,539.30 |
| Non-Controlling Interests | | (13.04) | (108.22) |
| Total Equity | | 5,235.75 | 3,431.08 |
| LIABILITIES | | | |
| Non-Current Liabilities | | | |
| Financial Liabilities | | | |
| i. Borrowings | 11A | 3,146.81 | 4,392.03 |
| ii. Lease Liabilities | 35 | 12.60 | 16.45 |
| Provisions | 12 | 13.93 | 11.56 |
| Deferred Tax Liabilities (Net) | 42 | 308.91 | - |
| Other Non-Current Liabilities | 13 | 3.20 | 3.33 |
| Total Non-Current Liabilities | | 3,485.45 | 4,423.37 |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| i. Borrowings | 14A | - | 4,994.16 |
| ii. Lease Liabilities | 35 | 5.15 | 4.77 |
| iii. Trade Payables | 14B | 389.04 | 541.50 |
| iv. Other Financial Liabilities | 14C | 1,043.04 | 1,067.08 |
| Other Current Liabilities | 15 | 44.29 | 28.53 |
| Provisions | 16 | 39.50 | 37.32 |
| Current Tax Liabilities (Net) | | 4.47 | 4.86 |
| Total Current Liabilities | | 1,525.49 | 6,678.22 |
| Total Liabilities | | 5,010.94 | 11,101.59 |
| Total Equity and Liabilities | | 10,246.69 | 14,532.67 |

The accompanying notes form an integral part of the Consolidated Financial Statements.

This is the Consolidated Balance Sheet referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Abhay Baijal
Chief Financial Officer

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

Place : New Delhi
Date : May 10, 2021

Place : New Delhi
Date : May 10, 2021

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

| Particulars | Notes | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|--------|------------------------------|------------------------------|
| (Rs. in Crore) | | | |
| Continuing Operations | | | |
| Revenue from Operations | 17 | 12,719.01 | 12,205.95 |
| Other Income | 18 | 37.35 | 106.56 |
| Total Income | | 12,756.36 | 12,312.51 |
| Expenses | | | |
| Cost of Materials Consumed | 19 | 2,924.19 | 3,773.21 |
| Purchases of Stock-in-Trade | | 4,060.16 | 2,907.44 |
| Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 20 | 353.86 | 208.66 |
| Employee Benefits Expense | 21 | 176.41 | 156.02 |
| Finance Costs | 22 | 279.39 | 502.63 |
| Depreciation and Amortization Expenses | 3 & 4A | 289.22 | 286.86 |
| Other Expenses | 23 | 2,740.94 | 3,258.21 |
| Total Expenses | | 10,824.17 | 11,093.03 |
| Profit before Share of Profit of a Joint Venture, Exceptional Items and Tax from Continuing Operations | | 1,932.19 | 1,219.48 |
| Share of Net Profit of a Joint Venture accounted for using the Equity Method | 37(A) | 89.45 | 3.01 |
| Profit Before Exceptional Items and Tax from Continuing Operations | | 2,021.64 | 1,222.49 |
| Exceptional Items | 24 | (337.89) | (105.57) |
| Profit Before Tax from Continuing Operations | | 2,359.53 | 1,328.06 |
| Tax Expense: | | | |
| (1) Current Tax | 42 | 324.03 | 194.20 |
| (2) Tax related to Earlier Years | 42 | 5.64 | (6.94) |
| (3) Deferred Tax | 42 | 282.27 | (85.82) |
| Total Tax Expense | | 611.94 | 101.44 |
| Profit for the Year from Continuing Operations | | 1,747.59 | 1,226.62 |
| Discontinued Operations | | | |
| Profit from Discontinued Operations | 46(A) | - | 1.27 |
| Tax Expense of Discontinued Operations | 42 | - | 2.33 |
| Profit / (Loss) from Discontinued Operations (after tax) | | - | (1.06) |
| Profit for the Year | | 1,747.59 | 1,225.56 |
| Other Comprehensive Income (OCI) | | | |
| A. Items that will not be re-classified to Profit or Loss: | | | |
| (i) Re-measurement (Loss) on Defined Benefit Plans | 32 | (0.53) | (2.07) |
| (ii) Income Tax Credit relating to items that will not be re-classified to Profit or Loss | | 0.19 | 0.73 |
| B. Items that will be re-classified to Profit or Loss: | | | |
| (i) Exchange Difference Gain / (Loss) on Translation of Foreign Operations | | 27.69 | (30.75) |
| (ii) Effective Portion of Exchange Difference Gain / (Loss) on Hedging Instruments | 43 | 156.56 | (419.74) |
| (iii) Effective Portion of Exchange Difference Loss on Hedging Instruments re-classified to Profit or Loss | 43 | 76.95 | 35.00 |
| (iv) Income Tax (Charge) / Credit relating to items that will be re-classified to Profit or Loss | | (81.60) | 134.43 |
| OCI for the Year, (Net of Tax) | | 179.26 | (282.40) |
| Total Comprehensive Income for the Year (Comprising Profit and Other Comprehensive Income for the Year) | | 1,926.85 | 943.16 |
| Profit for the Year attributable to: | | | |
| Owners of the Parent Company | | 1,654.76 | 1,226.19 |
| Non-Controlling Interests | | 92.83 | (0.63) |
| Other Comprehensive Income for the Year attributable to: | | | |
| Owners of the Parent Company | | 176.91 | (272.79) |
| Non-Controlling Interests | | 2.35 | (9.61) |
| Total Comprehensive Income for the Year attributable to: | | | |
| Owners of the Parent Company | | 1,831.67 | 953.40 |
| Non-Controlling Interests | | 95.18 | (10.24) |
| Earnings per Share attributable to Owners of the Parent Company | | | |
| Earnings per Equity Share (for Continuing Operations): | | | |
| Basic and Diluted (in Rs.) | 25 | 39.76 | 29.47 |
| Earnings per Equity Share (for Discontinued Operations): | | | |
| Basic and Diluted (in Rs.) | 25 | - | (0.01) |
| Earnings per Equity Share (for Continuing and Discontinued Operations): | | | |
| Basic and Diluted (in Rs.) | 25 | 39.76 | 29.46 |

The accompanying notes form an integral part of the Consolidated Financial Statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Pramit Agrawal
Partner
Membership No - 099903

Rita Menon
Director
DIN: 00064714

Gaurav Mathur
Managing Director
DIN: 07610237

Abhay Bajjal
Chief Financial Officer

Rajveer Singh
Company Secretary

Place : New Delhi
Date : May 10, 2021

Place : New Delhi
Date : May 10, 2021

STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2021

(Rs. in Crore)

| Sl. No. | Particulars | Notes | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-----------|--|--------|------------------------------|------------------------------|
| A. | Cash Flow from Operating Activities : | | | |
| | Profit Before Tax from Continuing Operations | | 2,359.53 | 1,328.06 |
| | Profit Before Tax from Discontinued Operations | 46(A) | - | 1.27 |
| | Profit Before Tax | | 2,359.53 | 1,329.33 |
| | Adjustments for : | | | |
| | Depreciation and Amortization Expenses | 3 & 4A | 289.22 | 302.21 |
| | Exceptional Items | 24 | (337.89) | (105.57) |
| | (Gain) on Sale of Current Investments | 18 | (1.13) | (18.01) |
| | Mark to Market Loss / (Gain) on Derivative Transactions | 18 | 22.40 | (30.38) |
| | Un-realised Foreign Exchange Variation Loss | | 0.39 | 58.54 |
| | Realised Foreign Exchange Variation (Gain) / Loss | | (59.99) | 20.34 |
| | Effective Portion of Exchange Difference Loss on Hedging Instruments re-classified to Profit or Loss | 43 | 76.95 | 35.00 |
| | Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | 23 | - | 21.50 |
| | Impairment Loss on Property, Plant and Equipment | 23 | - | 17.79 |
| | Loss on Disposal of Property, Plant and Equipment (Net) | 23 | 4.75 | 22.73 |
| | Allowance for Doubtful Debts and Advances (Net) | | (0.80) | 16.70 |
| | Liabilities no Longer Required Written Back | | (2.42) | (3.99) |
| | Catalyst Charges Written Off | 23 | 7.38 | 7.45 |
| | Irrecoverable Balances Written Off | | 0.80 | 1.01 |
| | Interest Expense | | 262.56 | 490.96 |
| | Interest (Income) | | (13.74) | (19.66) |
| | Dividend (Income) on Non Current Investment | 18 | (0.00) | (0.00) |
| | Share of Profit of a Joint Venture | 37(A) | (89.45) | (3.01) |
| | (Gain) on Sale of business of Subsidiary | | - | (20.49) |
| | Employee Share Based Payment Expense | | - | 0.01 |
| | Operating Profit before Working Capital Changes | | 2,518.56 | 2,122.46 |
| | Working Capital Adjustments: | | | |
| | Decrease in Inventories | | 345.42 | 173.05 |
| | Decrease / (Increase) in Trade Receivables | | 4,388.85 | (633.73) |
| | Decrease / (Increase) in Other Financial Assets | | 169.49 | (142.62) |
| | Decrease / (Increase) in Other Assets | | 15.53 | (39.62) |
| | (Decrease) in Trade Payables | | (152.85) | (446.47) |
| | Increase in Other Liabilities and Provisions | | 2.09 | 38.71 |
| | Cash generated from Operations | | 7,287.09 | 1,071.78 |
| | Income Tax Paid (Net of Refunds) | | (343.54) | (244.69) |
| | Net Cash Flow generated from Operating Activities | | 6,943.55 | 827.09 |
| B. | Cash Flow from Investing Activities | | | |
| | Purchase of Property, Plant and Equipment & Intangible Assets | | (235.74) | (658.15) |
| | Proceeds from Sale of Property, Plant and Equipment & Intangible Assets | | 0.48 | 7.65 |
| | Proceeds from Sale of Current Investments | | 1.13 | 18.01 |
| | Interest Received | | 12.93 | 19.66 |
| | Dividend Received | | 0.00 | 0.00 |
| | Proceeds from Sale of Business of subsidiary | | - | 85.73 |
| | Distribution Received from Joint Venture | 37(A) | 25.48 | 71.80 |
| | Fixed Deposits Matured (having original maturity of more than three months) | | (0.54) | 0.05 |
| | Net Cash Flow (used in) Investing Activities | | (196.26) | (455.25) |

(Rs. in Crore)

| Sl. No. | Particulars | Notes | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-----------|---|-----------|------------------------------|------------------------------|
| C. | Cash Flow from Financing Activities | | | |
| | Proceeds from Long Term Borrowings | 50 | - | 482.97 |
| | Repayment of Long Term Borrowings | 50 | (684.44) | (610.36) |
| | Availment of Supplier's Credit | 50 | 3,407.88 | 2,797.94 |
| | Repayment of Supplier's Credit | 50 | (4,357.36) | (3,060.55) |
| | Net Proceeds from Short Term Borrowings | 50 | (3,924.16) | 955.39 |
| | Net Proceeds of Line of Credit Facility | 50 | (60.53) | (57.04) |
| | Payment of Transaction Costs related to Borrowings | | - | (3.47) |
| | Repayment of Lease Liabilities | 50 | (6.34) | (6.34) |
| | Receipt of amount from CFCL Employees Welfare Trust | | 2.48 | 3.12 |
| | Interest Paid | | (259.72) | (484.39) |
| | Dividend Paid | | (124.66) | (249.14) |
| | Tax on Dividend Paid | | - | (51.32) |
| | Net Cash Flow (used in) Financing Activities | | (6,006.85) | (283.19) |
| | Net Increase in Cash and Cash Equivalents (A+B+C) | | 740.44 | 88.65 |
| | Foreign Currency Translation Difference | | 1.34 | (7.06) |
| | Cash and Cash Equivalents at the beginning of the Year | | 146.13 | 64.54 |
| | Cash and Cash Equivalents at the end of the Year | | 887.91 | 146.13 |
| | Components of Cash and Cash Equivalents: | | | |
| | Balances with Banks : | | | |
| | - on Current Accounts | | 1.67 | 13.35 |
| | - on Cash Credit Accounts | | 10.80 | 10.93 |
| | - Deposits with original maturity of less than three months | | 875.41 | 121.78 |
| | Cash on hand | | 0.03 | 0.07 |
| | Total Cash and Cash Equivalents | 8C | 887.91 | 146.13 |

Note: Cash Flow from operating activities for the year ended on March 31, 2021 is after considering corporate social responsibility expenditure of Rs.19.65 Crore (Previous Year : Rs.15.33 Crore).

The accompanying notes form an integral part of the Consolidated Financial Statements.

This is the Statement of Consolidated Cash Flows referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

Place : New Delhi
Date : May 10, 2021

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Abhay Bajjal
Chief Financial Officer

Place : New Delhi
Date : May 10, 2021

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

A : Equity Share Capital

Equity shares of Rs.10 each issued, subscribed and fully paid (refer note 10)

(Rs. in Crore)

 As at March 31, 2021 **416.21**

 As at March 31, 2020 **416.21**
B : Other Equity

For the Year Ended March 31, 2021

(Rs. in Crore)

| Particulars | Attributable to the Equity Holders of the Parent Company | | | | | | | | | | | | Total Other Equity | Non- Controlling Interests | Total |
|---|--|---|--------------------|-----------------------|----------------------------------|--------------------|---|--|---|----------------------|--|---------------------------------|--------------------------|----------------------------------|-----------------|
| | Reserves and Surplus | | | | | | | | | | Items of Other Comprehensive Income | | | | |
| | Treasury Shares | Loss on Treasury Shares acquired | Capital Reserve | Securities Premium | Capital Redemption Reserve | General Reserve | Tonnage Tax Reserve under Section 115VT of the Income Tax Act, 1961 | Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961 | Share Option Outstanding Account (refer note 10A) | Retained Earnings | Exchange Difference on Translation of Foreign Operations | Cash Flow Hedging Reserve | | | |
| As at April 01, 2020 | (7.75) | (1.30) | 0.21 | 6.42 | 0.25 | 584.26 | 0.50 | 42.25 | 2.65 | 2,932.94 | (55.41) | (381.93) | 3,123.09 | (108.22) | 3,014.87 |
| Profit for the Year | - | - | - | - | - | - | - | - | - | 1,654.76 | - | - | 1,654.76 | 92.83 | 1,747.59 |
| Other Comprehensive Income (Net of Tax): | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| - Re-measurement (Loss) on Defined Benefit Plans | - | - | - | - | - | - | - | - | - | (0.34) | - | - | (0.34) | - | (0.34) |
| - Exchange Difference on Translation of Foreign Operations | - | - | - | - | - | - | - | - | - | - | 25.34 | - | 25.34 | 2.35 | 27.69 |
| - Effective portion of Exchange Difference on Hedging Instruments | - | - | - | - | - | - | - | - | - | - | - | 151.91 | 151.91 | - | 151.91 |
| Total Comprehensive Income for the Year | - | - | - | - | - | - | - | - | - | 1,654.42 | 25.34 | 151.91 | 1,831.67 | 95.18 | 1,926.85 |
| Cash Dividends (refer note 45) | - | - | - | - | - | - | - | - | - | (124.86) | - | - | (124.86) | - | (124.86) |
| Exercise of Share Options | 2.85 | (0.36) | - | - | - | - | - | - | - | - | - | - | 2.49 | - | 2.49 |
| Transfer to Retained Earnings | - | - | - | - | - | - | - | - | (0.01) | 0.01 | - | - | - | - | - |
| Transfer to General Reserve | - | - | - | - | - | 50.00 | - | - | - | (50.00) | - | - | - | - | - |
| Any Other Change (refer note below) | - | - | - | - | - | - | - | - | - | 0.19 | - | - | 0.19 | - | 0.19 |
| As at March 31, 2021 | (4.90) | (1.66) | 0.21 | 6.42 | 0.25 | 634.26 | 0.50 | 42.25 | 2.64 | 4,412.70 | (30.07) | (230.02) | 4,832.58 | (13.04) | 4,819.54 |

For the Year Ended March 31, 2020

(Rs. in Crore)

| Particulars | Attributable to the Equity Holders of the Parent Company | | | | | | | | | | | | Total Other Equity | Non- Controlling Interests | Total |
|--|--|---|--------------------|-----------------------|----------------------------------|--------------------|---|--|---|----------------------|---|---------------------------------|--------------------------|----------------------------------|-----------------|
| | Reserves and Surplus | | | | | | | | | | Items of Other Comprehensive Income | | | | |
| | Treasury Shares | Loss on Treasury Shares acquired | Capital Reserve | Securities Premium | Capital Redemption Reserve | General Reserve | Tonnage Tax Reserve under Section 115VT of the Income Tax Act, 1961 | Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961 | Share Option Outstanding Account (refer note 10A) | Retained Earnings | Exchange Differences on Translation of Foreign Operations | Cash Flow Hedging Reserve | | | |
| As at April 01, 2019 | (11.27) | (0.91) | 0.21 | 6.42 | 0.25 | 534.26 | 0.50 | 42.25 | 2.64 | 2,058.56 | (34.26) | (131.62) | 2,467.03 | (97.98) | 2,369.05 |
| Profit / (Loss) for the Year | - | - | - | - | - | - | - | - | - | 1,226.19 | - | - | 1,226.19 | (0.63) | 1,225.56 |
| Other Comprehensive Income (Net of Tax): | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| - Re-measurement (Loss) on Defined Benefit Plans | - | - | - | - | - | - | - | - | - | (1.33) | - | - | (1.33) | (0.01) | (1.34) |
| - Exchange Difference on Translation of Foreign Operations | - | - | - | - | - | - | - | - | - | - | (21.15) | - | (21.15) | (9.60) | (30.75) |
| - Effective portion of Exchange Difference on Hedging Instruments | - | - | - | - | - | - | - | - | - | - | - | (250.31) | (250.31) | - | (250.31) |
| Total Comprehensive Income for the Year | - | - | - | - | - | - | - | - | - | 1,224.86 | (21.15) | (250.31) | 953.40 | (10.24) | 943.16 |
| Cash Dividends (including Dividend Distribution Tax) (refer note 45) | - | - | - | - | - | - | - | - | - | (301.05) | - | - | (301.05) | - | (301.05) |
| Exercise of Share Options | 3.52 | (0.39) | - | - | - | - | - | - | - | - | - | - | 3.13 | - | 3.13 |
| Transfer to Retained Earnings | - | - | - | - | - | - | - | - | 0.00 | (0.00) | - | - | - | - | - |
| Employee Share Based Payment Expense (refer note 36) | - | - | - | - | - | - | - | - | 0.01 | - | - | - | 0.01 | - | 0.01 |
| Transfer to General Reserve | - | - | - | - | - | 50.00 | - | - | - | (50.00) | - | - | - | - | - |
| Any Other Change (refer note below) | - | - | - | - | - | - | - | - | - | 0.57 | - | - | 0.57 | - | 0.57 |
| As at March 31, 2020 | (7.75) | (1.30) | 0.21 | 6.42 | 0.25 | 584.26 | 0.50 | 42.25 | 2.65 | 2,932.94 | (55.41) | (381.93) | 3,123.09 | (108.22) | 3,014.87 |

Note: Any other change in retained earnings represents dividend on treasury shares and net results of ESOP trust operations.

The accompanying notes form an integral part of the Consolidated Financial Statements.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
 Firm Registration No. 012754N/ N500016
 Chartered Accountants

Pramit Agrawal
 Partner
 Membership No - 099903

For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited
Rita Menon
 Director
 DIN: 00064714

Abhay Bajjal
 Chief Financial Officer

Gaurav Mathur
 Managing Director
 DIN: 07610237

Rajveer Singh
 Company Secretary

 Place : New Delhi
 Date : May 10, 2021

 Place : New Delhi
 Date : May 10, 2021

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

1. Corporate Information

The consolidated financial statements comprise financial statements of Chambal Fertilisers and Chemicals Limited (the Parent Company), its subsidiaries (collectively, the Group) and joint venture for the year ended March 31, 2021. The Parent Company is a public company domiciled in India and has been incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on two recognised stock exchanges in India. The registered office of the Parent Company is located at Gadepan, District Kota, Rajasthan, PIN 325208.

The Parent Company is engaged in production of Urea and has three Urea plants. Apart from manufacture of Urea, the Parent Company also deals in other fertilisers and Agri-inputs. The Group was also engaged in Software business and it also has a joint venture for manufacture of Phosphoric Acid in Morocco. During the previous year, Group had sold assets and transferred certain liabilities of Software business so as to cease the operations of Software business.

These consolidated financial statements were authorised for issuance by the Board of Directors of the Parent Company at its meeting held on May 10, 2021.

2. Significant Accounting Policies

2.1 Basis of Preparation

These Consolidated Financial Statements (CFS) of the Group have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other relevant rules and provisions of the Act, as applicable.

The consolidated financial statements have been prepared on an accrual basis and under the historical cost basis, except for the following material items those have been measured at fair value as required by relevant Ind AS:

- Derivative financial instruments;
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Defined benefit plans and other long-term employee benefits;
- Share-based payment transactions; and
- Investment in debt instruments (i.e. preference shares).

The consolidated financial statements of the Group are presented in Indian Rupees (Rs.) and all values are presented in Crore, except when otherwise indicated.

The transactions and balances with values below rounding off norm adopted by the Group have been reflected as 0.00 in the financial statements.

2.2 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company, its subsidiaries and joint venture. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary

acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e. year ended on March 31. Further, subsidiaries which are liquidated/under liquidation are consolidated till the Group was having the control over the subsidiaries.

Consolidation Procedure:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries.
- b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary.
- c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 'Income Taxes' applies to temporary differences that arise from the elimination of profits or losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

The accumulated loss attributable to non-controlling interests in excess of their equity on the date of transition to Ind AS has been restricted to zero in accordance with Ind AS 101.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related non-controlling interests and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in profit or loss.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet.

2.3 Summary of Significant Accounting Policies

i) Investment in Joint Venture

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its joint venture are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date.

The Statement of Profit and Loss reflects the Group's share of the results of operations of the joint venture. Any change in other comprehensive income (OCI) of the investee is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

Dividends received or receivable from joint venture are recognised as a reduction in the carrying amount of the investment.

If an entity's share of losses of a joint venture equals or exceeds its interest in the joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred

legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the Statement of Profit and Loss.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of a joint venture' in the Statement of Profit and Loss.

ii) **Basis of Classification of Current and Non-Current**

Assets and Liabilities in the balance sheet have been classified as either current or non-current.

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Group's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

iii) **Foreign Currency Translation**

(a) **Functional and Presentation Currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group's consolidated financial statements are presented in Indian Rupees (Rs.), which is Parent Company's functional and presentation currency.

(b) **Initial Recognition**

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount, the exchange rate between the functional currency and the foreign currency at the date of the transaction.

(c) **Conversion**

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

(d) **Exchange Differences**

Exchange differences arising on settlement or translation of monetary items are recognised in the consolidated Statement of Profit and Loss (also refer note 2.3(xvi) below).

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

(e) **Translation of Foreign Operations**

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet including comparatives are translated at the closing rate at the date of that balance sheet;

- (ii) income and expenses for each Statement of Profit and Loss including comparatives are translated at average exchange rates; and
- (iii) all resulting exchange differences have been recognised in other comprehensive income.

On disposal of foreign operations, the associated exchange differences are re-classified to profit or loss, as part of the gain or loss on disposal.

Goodwill arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the exchange rate in effect at the balance sheet date.

Cumulative currency translation differences for all foreign operations were deemed to be zero at the date of transition to Ind AS, viz, April 01, 2015. Gain or loss on subsequent disposal of any foreign operations excludes translation differences that arose before the date of transition but includes only translation differences arising after the date of transition.

iv) Derivative Financial Instruments

Initial Recognition and Subsequent Measurement

Derivatives are initially recognised at fair value on the date of derivative contract and are subsequently re-measured at fair value at the end of each reporting period. The resulting gains / losses are recognised in the Consolidated Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The Parent Company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Parent Company documents the economic relationship between the hedging instrument and the hedged item including whether the changes in the cash flows of the hedging instrument are expected to offset changes in the cash flows of hedged items, along with the risk management objectives and its strategy for undertaking hedge transaction.

The Parent Company has designated certain derivatives as hedge of foreign exchange risk associated with the cash flows of highly probable forecast transactions with borrowings.

Cash Flow Hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss.

Amounts previously recognised and accumulated in other comprehensive income are re-classified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non-financial asset, such gains / losses are transferred from equity (but not as re-classification adjustment) and included in the initial measurement cost of the non-financial asset.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains/losses recognised in other comprehensive income and accumulated in equity at that time remains in equity and is reclassified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognised immediately in the Statement of Profit and Loss.

v) Fair Value Measurement

The Group measures financial instruments, such as, derivatives at fair value at each reporting date.

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

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

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

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

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

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

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

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

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

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

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration, if any.

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

The management, in conjunction with the Group's external valuers and /or with available information, also compares the change in the fair value of each asset and liability with relevant available external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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

vi) Non-current Assets held for Sale and Discontinued Operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

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

Discontinued operations is a component of an entity that either has been disposed off, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose off a separate major line of business or geographical area of operations.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

Discontinued operations are excluded from the results of continuing operations and are presented as profit or loss before / after tax from discontinued operations in the Statement of Profit and Loss.

vii) Property, Plant and Equipment (“PPE”)

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

Subsequent expenditure related to an item of PPE is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

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

Catalysts which are used in commissioning of new plant are capitalized and are amortized based on the estimated useful life as technically assessed. Subsequent issues of catalysts, if any, are treated as inventory.

Gains or losses arising from derecognition of the assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized.

viii) Leases

As a lessee:

Leases are recognised as a right-of-Use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable.
- Variable lease payments.
- Amount expected to be payable by the Group under residual value guarantees, if any.

Right-of-Use assets are measured at cost comprising the following:

- The amount of initial measurement of lease liability.
- Any lease payment made at or before the commencement date less any lease incentive received.
- Any initial direct cost and restoration cost.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise information technology/computer equipment and small items of office furniture.

As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

ix) Depreciation on PPE and Right-of-Use Assets

Depreciation on PPE is calculated using the straight-line method to allocate their cost, net of their residual values, over their useful lives estimated by the management based on technical evaluation which are equal to the useful life prescribed under Schedule II to the Companies Act, 2013, other than the cases as mentioned in table below from S.No. (i) to (vii) where the useful lives are different from those prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

A major portion of the plant and equipment of the Parent Company has been considered as continuous process plant.

| S. No. | Assets | Useful lives |
|--------|---|---|
| (i) | - Leasehold Land - Leasehold Improvements - Assets under finance lease - Right-of-Use assets | Amortised over 99 Years Ranging from 3 to 15 Years Ranging from 3 to 9 Years Over the life of lease period These assets are amortised over the period of respective leases or useful lives of assets, whichever is lower. |
| (ii) | Plant and Equipment | Over their useful lives ranging from 1 to 35 years. |
| (iii) | Insurance / Capital / Critical Stores and Spares | Over the remaining useful life of related plant and equipment or useful life of insurance / capital / critical spare part, whichever is lower. |
| (iv) | Vehicles | Depreciated over 5 years. After the expiry of 5 years, the vehicle gets normally replaced. |
| (v) | Railway Siding | 30 years based on technical evaluation that the railway siding is currently in use. |
| (vi) | Building (other than factory building) and Reinforced Cement Concrete Frame structure | Over their useful lives ranging from 10 to 60 years. |
| (vii) | PPE of Software Business | -Computers and accessories – 3 years -Furniture and fixtures – 5 years -Vehicles – 5 years |

Assets costing below Rs. 5,000 are depreciated in the year of purchase.

The residual values, useful lives and methods of depreciation of PPE and Right-of-Use assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

x) Intangible Assets

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

Software is the acquired intangible asset.

Management of the Group assessed the useful life of software as finite and cost of software is amortized over its estimated useful life of five years on straight line basis.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Ind AS-8 "Accounting Policies, Changes in Accounting Estimates and Errors".

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

xi) Impairment of Non-Financial Assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period. In case events which caused impairment initially cease to exist, impairments are only reversed to the extent that increased carrying amount of the asset does not exceed the carrying amount that would have been in place had there no impairment been carried out in the first place, taking into account the normal depreciation/ amortization.

xii) Financial Instruments

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

(a) Financial Assets

Initial Recognition and Measurement

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

Subsequent Measurement

Debt Instruments

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

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

Debt Instruments at Amortised Cost

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

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

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

Debt Instrument at FVTOCI

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

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

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

Debt Instrument at FVTPL

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

Equity Instruments

For the purposes of subsequent measurement, equity instruments are classified in two categories:

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

All equity investments are measured at fair value. The Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, on derecognition, including sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

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

Impairment of Financial Assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. Assessment of such credit risk is being made on case to case basis based on available information.

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

The allowance for doubtful debts/ advances or impairment of assets is made on case to case basis by considering relevant available information.

(b) Financial Liabilities

Initial Recognition and Measurement

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

Subsequent Measurement

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

Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 'Financial instruments'.

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

Loans and Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption / repayment amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Financial Guarantee Contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 109 'Financial instruments' and the amount initially recognised less cumulative amortisation, where appropriate. The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instruments and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Derecognition

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

Off-setting of Financial Instruments

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

xiii) Cash and Cash Equivalents

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

xiv) Dividend to Equity Holders of the Parent Company

The Parent Company recognises a liability to make dividend distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Parent Company. As per the applicable laws in India, a distribution is authorised when it is approved by the shareholders, except in case of Interim Dividend on approval of board. A corresponding amount is recognised directly in equity.

xv) Inventories

Inventories are valued as follows:

| | |
|---|---|
| Spares and Lubricants* | Lower of cost and net realisable value. Cost is determined on weighted average basis. |
| Raw Materials, Packing Materials, other Stores and Spares | Lower of cost and net realisable value. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis. |
| Catalyst in Use | At depreciated cost on the basis of amortization over their estimated useful lives ranging from two to fifteen years as technically assessed. |
| Loose Tools | At depreciated cost arrived at on the basis of amortization over a period of three years. |
| Work in Process and Finished Goods | Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a weighted average basis. |
| Traded Products | Lower of cost and net realisable value. Cost is determined on weighted average basis. |

* included under the inventory of stores and spares.

Cost includes the necessary cost incurred in bringing inventory to its present location and condition necessary for use.

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

xvi) Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs include interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is de-capitalised from the qualifying assets.

xvii) Revenue Recognition and Other Income

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group fulfils its performance obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade Receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract Liabilities in respect of advance from customers is disclosed under "other current liabilities". Contract liabilities are recognised as revenue when the Group performs under the contract.

(a) Sale of Goods

Revenue, including subsidy, in respect of sale of goods is recognised at a point in time when control of the goods has transferred, being when the goods are delivered to the buyer, the buyer has full discretion over the goods and there is no unfulfilled obligation that could affect the buyer's acceptance of the goods. Revenue (other than subsidy) from the sales is recognised based on price specified in the contract, net of estimated volume discount. Amounts disclosed as revenue are net of returns and allowances, trade discounts, rebates and goods & service tax (GST). The Group collects GST on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence, these are excluded from the revenue.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Subsidy on Urea including freight have been accounted on the basis of notified concession prices as under:

- (i) New Pricing Scheme (NPS) – Stage III and Modified NPS III;
- (ii) New Urea Policy 2015;
- (iii) New Investment Policy 2012 (amended); and
- (iv) Uniform Freight Policy.

The concession price and freight is accounted based on notified prices, further adjusted for input price escalation/ de-escalation and as estimated by the management based on the prescribed norms in line with known policy parameters.

Subsidy on Phosphatic and Potassic (P&K) fertilisers is recognized as per concession rates notified by the Government of India in accordance with Nutrient Based Subsidy Policy from time to time and Freight subsidy has been accounted for in line with the policy of the Government of India.

Subsidy on City Compost, if any, is recognized based on rates, as notified by the Government of India.

(b) Income from Operations of Software Business

In respect of subsidiaries engaged in software development services, revenue from contracts with customers is recognised upon transfer of control of the promised services to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The following specific recognition criteria must also be met before revenue is recognized:

Sale of services

The Group derives its revenues from sale and implementation of its software and maintenance and other software services. These services are provided either on fixed-price or unit-price basis.

Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license, except in case of multiple element contracts, under which post-contract maintenance and support services are also rendered by the Group. In the case of multiple element contracts, revenue from sale of user licenses is recognized on transfer of the title in the user license after appropriately reducing the fair value of the maintenance services to be recognised as revenues. Revenue from post-contract maintenance and support services is recognized ratably over the period in which services are rendered.

Revenue derived from professional services under the unit-price contracts is recognized as the related services are performed. Revenue from title and related operations is primarily transactions-based and is recognized when services are performed, the fee is fixed or determinable, and collection is reasonably assured.

The Group's fixed price contracts include application maintenance and support services, on which revenue is recognized ratably over the period in which the services are rendered. Revenue with respect to other fixed price contracts, where there is no uncertainty as to measurement and collectability of consideration, is recognized on a percentage of completion basis. The input (cost expended) method has been used because management considers this to be the best available measure of progress on these contracts as there is a direct relationship between input and productivity.

When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved.

(c) Interest Income

Interest income is calculated by applying the effective interest rate to gross carrying amount of a financial asset except for financial asset that subsequently become credit impaired. In case of credit impaired financial asset, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

(d) Dividend

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

(e) Insurance Claims

Claims receivable on account of insurance are accounted for to the extent the Group is reasonably certain of their ultimate collection.

xviii) Retirement and Other Employee Benefits

- (a) Retirement benefit in the form of Provident Fund is a defined benefit obligation in case of the Parent Company and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. The difference between the actuarial valuation of the provident fund of employees at the year-end and the balance of own managed fund is provided for as liability in the books. Any excess of plan asset over projected benefit obligation is ignored as such surplus is distributed to the beneficiaries of the trust.

The Group's contribution paid/payable during the year to Pension Fund, Provident Fund, Superannuation Fund and Employees' State Insurance Corporation are recognized in the Statement of Profit and Loss.

Provident fund of Indian subsidiary of CFCL Ventures Limited (CVL) and Pension Fund of all components of the Group is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability.

- (b) Superannuation Fund is a defined contribution scheme. Liability in respect of Superannuation Fund to the concerned employees of the Parent Company is accounted for as per the Group's Scheme and contributed

to concerned insurers every year. The group does not have any other obligation, other than the contribution payable to the superannuation fund. The group recognizes contribution payable to the superannuation fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability.

- (c) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Gratuity plan of the Parent Company is funded with insurance companies to cover the gratuity liability of the employees. The step down subsidiary of CVL has also taken an insurance policy to cover the gratuity liability of the employees. The difference between the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with insurance companies is provided for as liability in the books.
- (d) Retirement benefit in the form of post-retirement medical benefits is a defined benefit obligation of the Parent Company and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year.
- (e) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.
- (f) Long service awards are other long-term benefits accruing to all eligible employees of the Parent Company, as per Parent Company's scheme. The cost of providing benefit under long service awards scheme is determined on the basis of actuarial valuation using the projected unit credit method at the reporting date. This is unfunded defined benefit scheme.
- (g) Settlement allowance are other long-term benefits accruing to the eligible employees of the Parent Company, as per Parent Company's scheme. The cost of providing benefit under settlement allowance is determined on the basis of actuarial valuation using the projected unit credit method at the reporting date. This is unfunded defined benefit scheme.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and such re-measurement gains / (losses) are not reclassified to the Statement of Profit and Loss in the subsequent periods. They are included in retained earnings in the Statement of Changes in Equity.

xix) Income Taxes

Tax expense or credit comprises current income tax and deferred tax. Current income-tax expense or credit is measured at the amount expected to be paid to the taxation authorities in accordance with the tax laws applicable in the jurisdiction in which the respective entities of the Group domiciled. The tax rates and tax laws used to compute the amount of current income tax are those that are enacted or substantively enacted, at the reporting date. Deferred Income tax is determined using tax rates (and laws) that have been enacted or substantively enacted, at the reporting date and are expected to apply when the related deferred income tax assets are realised or the deferred income tax liabilities are settled.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset in accordance with the accounting framework and other applicable accounting pronouncements, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement" and grouped under Deferred Tax. The Group reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

xx) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Chief operating decision maker considers the business activities in terms of nature of products i.e. manufacturing/marketing of fertilisers & other agri-inputs. The analysis of geographical segments is based on the locations of customers. (refer note 30)

Segment Accounting Policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting financial statements of the Group as a whole.

xxi) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Parent Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Parent Company and the weighted average number of equity shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xxii) Contingent Assets and Liabilities

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

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

xxiii) Share-Based Payments

Parent Company

Share-based compensation benefits are provided to employees via the Parent Company's Employees Stock Option Scheme. The fair value of options granted under the Employees Stock Option Scheme of the Parent Company is recognised as an employee benefits expense with a corresponding increase in equity. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Subsidiary Company

Employee stock compensation costs for stock options are recognized as employee benefit expenses, in accordance with the 'Share-based Payments', based on the grant date fair value of the options granted to employees. The fair value of the options is estimated on the date of grant using the Black-Scholes valuation model on the basis of an independent valuation performed and recognized in a graded manner on the basis of weighted period of services over the vesting period. The expected term of an option is estimated based on the vesting term and contractual term of the option, as well as expected exercise behavior of the employee who receives the option. Expected volatility during the expected term of the option is based on historical volatility, during a period equivalent to the expected term of the option, of the observed market prices of the publicly traded equity shares of comparable listed entities. Expected dividends during the expected term of the option are based on recent dividend activity. Risk-free interest rates are based on the government securities yield in effect at the time of the grant over the expected term.

xxiv) Treasury Shares

The Group has created CFCL Employees Welfare Trust ('ESOP Trust') for providing share-based payment to the employees of the Parent Company. The Group uses ESOP Trust as a vehicle for distributing shares to employees under the Employees Stock Option Scheme. The ESOP Trust has bought shares of the Parent Company from the market, for giving shares to employees. The Group treats ESOP Trust as its extension and shares held by ESOP Trust are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) have been recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are satisfied with treasury shares.

xxv) Provisions

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

| Particulars | Own Assets | | | | | | | Right-of-Use Assets (refer note 35) | | | | |
|---|---------------|----------------|---------------|------------------------|---|----------------|---------------------|-------------------------------------|------------------|------------------------|--------------|-----------------|
| | Land-Freehold | Land-Leasehold | Buildings | Leasehold Improvements | Leasehold Improvements (on Finance Lease) | Railway Siding | Plant and Equipment | Factory Equipment | Office Equipment | Furniture and Fittings | Vehicles | Total |
| Note 3 : Property, Plant and Equipment and Right-of-Use Assets | | | | | | | | | | | | |
| Deemed Cost | | | | | | | | | | | | |
| As at April 01, 2019 | 0.20 | 4.30 | 730.32 | 1.32 | 1.08 | 8.09 | 6,352.11 | 18.24 | 23.27 | 4.42 | 16.38 | 7,159.73 |
| Additions | 1.00 | - | 33.20 | - | - | 0.06 | 116.60 | 1.27 | 2.56 | 0.75 | 2.29 | 157.73 |
| Deletions | - | - | (34.42) | (0.86) | - | - | (34.42) | (0.14) | (1.64) | (0.12) | (1.43) | (38.61) |
| Adjustments | - | - | - | - | - | - | - | - | (1.01) | - | - | (1.01) |
| Foreign currency translation difference | - | - | - | 0.01 | - | - | - | - | (0.01) | 0.01 | - | 0.01 |
| As at March 31, 2020 | 1.20 | 4.30 | 763.52 | 0.47 | 1.08 | 8.15 | 6,434.29 | 19.37 | 23.17 | 5.06 | 17.24 | 7,277.85 |
| Additions | 4.55 | - | 1.83 | - | - | - | 54.43 | 3.47 | 3.12 | 0.26 | 3.52 | 71.18 |
| Deletions | - | - | (4.23) | - | - | - | (2.80) | (0.19) | (0.89) | (0.02) | (1.83) | (9.96) |
| As at March 31, 2021 | 5.75 | 4.30 | 761.12 | 0.47 | 1.08 | 8.15 | 6,485.92 | 22.65 | 25.40 | 5.30 | 18.93 | 7,339.07 |
| Depreciation and Impairment | | | | | | | | | | | | |
| As at April 01, 2019 | - | 0.20 | 18.53 | 0.59 | 0.93 | 0.85 | 266.61 | 3.70 | 12.07 | 1.44 | 10.15 | 315.07 |
| Charge for the year (refer footnote (4) below) | - | 0.06 | 24.96 | 0.23 | - | 0.32 | 247.19 | 1.43 | 2.89 | 0.50 | 2.97 | 280.55 |
| Impairment (refer footnote (5) below) | - | - | 2.41 | - | - | - | 15.28 | 0.09 | 0.01 | - | - | 17.79 |
| Deletions | - | - | - | (0.56) | - | - | (10.81) | (0.05) | (1.42) | (0.09) | (1.19) | (14.12) |
| Foreign currency translation difference | - | - | - | (0.00) | - | - | - | - | (0.03) | 0.02 | - | (0.01) |
| As at March 31, 2020 | - | 0.26 | 45.90 | 0.26 | 0.93 | 1.17 | 518.27 | 5.17 | 13.52 | 1.87 | 11.93 | 599.28 |
| Charge for the year | - | 0.06 | 25.62 | 0.05 | - | 0.32 | 250.22 | 1.56 | 2.87 | 0.44 | 1.62 | 282.76 |
| Deletions | - | - | (0.27) | - | - | - | (1.86) | (0.09) | (0.88) | (0.02) | (1.53) | (4.65) |
| As at March 31, 2021 | - | 0.32 | 71.25 | 0.31 | 0.93 | 1.49 | 766.63 | 6.64 | 15.51 | 2.29 | 12.02 | 877.39 |
| Net Book Value | | | | | | | | | | | | |
| As at March 31, 2020 | 1.20 | 4.04 | 717.62 | 0.21 | 0.15 | 6.98 | 5,916.02 | 14.20 | 9.65 | 3.19 | 5.31 | 6,678.57 |
| As at March 31, 2021 | 5.75 | 3.98 | 689.87 | 0.16 | 0.15 | 6.66 | 5,719.29 | 16.01 | 9.89 | 3.01 | 6.91 | 6,461.68 |

Footnotes:

- Freehold land having carrying value Rs. 0.01 Crore (Previous Year : Rs. 0.01 Crore) and Leasehold land having carrying value of Rs. 0.31 Crore (Previous Year : Rs. 0.31 Crore) are yet to be registered in the Parent Company's name.
- The carrying value of Buildings includes Rs. 0.00 Crore (Previous Year : Rs. 0.00 Crore) representing undivided share in assets jointly owned with others.
- Deletions from Plant and Equipment includes Equipment having gross block of Rs. 2.43 Crore (Previous Year : Rs. 1.56 Crore) and Office Equipment includes Equipment having gross block of Rs. 0.00 Crore and Accumulated Depreciation of Rs. 1.79 Crore (Previous Year : Rs. 1.51 Crore) transferred to 'Assets held for sale' (refer note 46(B)).
- Depreciation charge for the year includes an amount of Nil (Previous Year: Rs. 0.26 Crore) related to Discontinued Operations of the Group, which comprises of sale of business of subsidiary of the Parent Company. The amount was recognised in discontinued operations in the consolidated statement of Profit and Loss during the Previous Year (refer note 46 (A)).
- It represents impairment of Single Super Phosphate (SSP) plant being cash generating unit (CGU). Management was monitoring the operation of the CGU for past years and reassessed the carrying value as per Ind AS 36 'Impairment of Assets'. As per management assessment, CGU had been impaired as Company had decided not to produce the related products resulting into no operations during the previous years. Accordingly, assets in CGU had been recorded at recoverable value resulting into impairment of Property, Plant and Equipment amounting to Rs.17.79 Crore and other assets which includes inventory written off amounting to Rs. 1.59 Crore during the Previous Year. Refer note 7 for other assets and note 23 of other expenses for impact on Consolidated Statement of Profit and Loss. The impairment loss of SSP plant had been calculated using recoverable value (fair value less cost to sell) inputs and Cost approach had been used as valuation technique. Basis aforesaid, an amount of Rs. 0.94 Crore had been estimated as recoverable value. An increase / (decrease) in fair value by 10% will result into increase / (decrease) by Rs. 0.09 Crore.
- Capital Work-in-Progress of Rs. 160.52 Crore (Previous Year: Rs. 84.99 Crore) primarily represents capital expenditure in respect of Plant and Machinery & Buildings.
- Leasehold Improvements (on Finance Lease) had been fully depreciated in earlier years carried at residual value.

(Rs. in Crore)

| Particulars | Goodwill (acquired) | Goodwill on Consolidation | Total Goodwill | Software | Internally Developed software Platforms | Total Other Intangible Assets |
|---|---------------------|---------------------------|----------------|-------------|---|-------------------------------|
| NOTE 4 A : OTHER INTANGIBLE ASSETS | | | | | | |
| Deemed Cost | | | | | | |
| As at April 01, 2019 | 36.15 | 207.83 | 243.98 | 24.45 | 88.87 | 113.32 |
| Purchase | - | - | - | 0.11 | 15.92 | 16.03 |
| Deletions | (37.06) | - | (37.06) | (14.68) | (107.04) | (121.72) |
| Foreign Currency Translation Difference | 0.91 | - | 0.91 | (0.90) | 2.25 | 1.35 |
| As at March 31, 2020 | - | 207.83 | 207.83 | 8.98 | - | 8.98 |
| Purchase | - | - | - | 0.73 | - | 0.73 |
| Deletions | - | - | - | (1.48) | - | (1.48) |
| As at March 31, 2021 | - | 207.83 | 207.83 | 8.23 | - | 8.23 |
| Amortization and Impairment | | | | | | |
| As at April 01, 2019 | - | 207.83 | 207.83 | 21.32 | 67.63 | 88.95 |
| Charge for the year | - | - | - | 1.22 | 15.09 | 16.31 |
| Deletions | - | - | - | (14.67) | (84.41) | (99.08) |
| Foreign Currency Translation Difference | - | - | - | (0.90) | 1.69 | 0.79 |
| As at March 31, 2020 | - | 207.83 | 207.83 | 6.97 | - | 6.97 |
| Charge for the year | - | - | - | 1.15 | - | 1.15 |
| Deletions | - | - | - | (1.48) | - | (1.48) |
| As at March 31, 2021 | - | 207.83 | 207.83 | 6.64 | - | 6.64 |
| Net Book Value | | | | | | |
| As at March 31, 2020 | - | - | - | 2.01 | - | 2.01 |
| As at March 31, 2021 | - | - | - | 1.59 | - | 1.59 |

Notes:

Depreciation charge for the year includes an amount of Nil (Previous Year: Rs. 15.09 Crore) related to Discontinued Operations of the Group, which comprises of sale of assets and transfer of liabilities of subsidiaries of the Parent Company. The amount was recognised in Discontinued Operations in the Consolidated Statement of Profit and Loss during the previous year. {refer note 46 (A)}

Note 4B : Intangible Assets under Development

Intangible assets under development of Rs. 0.27 Crore (Previous Year : Nil) majorly represents New Warehouse Management System.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| NOTE 5 : FINANCIAL ASSETS | | |
| Note 5A : Non-Current Investments | | |
| A. Investment carried at Fair Value through Profit or Loss | | |
| Equity Instruments (Unquoted) | | |
| - 20,000 (Previous Year: 20,000) equity shares of Rs.10 each fully paid up in Shivalik Solid Waste Management Limited | 0.02 | 0.02 |
| - 2,180 (Previous Year: 2,180) equity shares of Rs.10 each fully paid up in Woodlands Multispeciality Hospital Limited | 0.00 | 0.00 |
| B. Investment carried at Amortised Cost | | |
| Government Securities (Unquoted) | | |
| - 6 Year National Savings Certificates VIII Issue (lodged with Government Authorities) | 0.00 | 0.00 |
| - Indira Vikas Patra | 0.00 | 0.00 |
| | 0.02 | 0.02 |
| Aggregate amount of Unquoted Investments | 0.02 | 0.02 |

| Particulars | (Rs. in Crore) | |
|---|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| NOTE 5B : NON CURRENT LOANS | | |
| Loans to Employees: | | |
| (a) Loans Receivables Considered Good - Secured | 0.25 | 0.32 |
| (b) Loans Receivables Considered Good - Unsecured | 0.12 | 0.15 |
| (c) Loans Receivables which have significant increase in Credit Risk | - | - |
| (d) Loans Receivables - credit impaired | - | - |
| | 0.37 | 0.47 |
| NOTE 5C : OTHER NON CURRENT FINANCIAL ASSETS (Unsecured, Considered Good) | | |
| Security Deposits | 3.30 | 3.29 |
| Deposit with Banks having maturity more than 12 months (refer note 8D) | 0.02 | 0.02 |
| | 3.32 | 3.31 |
| NOTE 6 : OTHER NON CURRENT ASSETS (Unsecured, Considered Good) | | |
| Capital Advances | 11.17 | 5.77 |
| Balances with Statutory / Government Authorities (Considered Doubtful: Rs. 3.09 Crore (Previous Year: Rs. 2.99 Crore)) | 3.28 | 4.53 |
| Catalysts in use (valued based on life technically assessed) | 13.57 | 19.91 |
| Prepaid Expenses | 4.72 | 6.02 |
| | 32.74 | 36.23 |
| Less: Allowance for Doubtful Advances | 3.09 | 2.99 |
| | 29.65 | 33.24 |
| NOTE 7 : INVENTORIES | | |
| Raw Materials | 1.53 | 1.67 |
| Work-in-Progress | 6.99 | 9.09 |
| Finished Goods {including in transit- Rs. 20.19 Crore (Previous Year: Rs. 51.28 Crore)} * | 221.48 | 343.83 |
| Traded Goods {including in transit- Rs. 60.87 Crore (Previous Year: Rs. 9.76 Crore)}* | 447.26 | 676.68 |
| Stores and Spares {including in transit- Rs. 1.03 Crore (Previous Year: Rs. 0.14 Crore)}* | 94.90 | 89.72 |
| Loose Tools | 0.22 | 0.36 |
| Catalysts in use (valued based on life technically assessed) | 6.35 | 8.35 |
| Packing Materials | 10.41 | 5.90 |
| | 789.14 | 1,135.60 |
| *Inventory valuing Rs. 0.04 Crore (Previous Year: Rs. 2.09 Crore) has been written off. | | |
| NOTE 8 : CURRENT FINANCIAL ASSETS | | |
| NOTE 8A : CURRENT INVESTMENTS | | |
| Investment carried at Fair value through Profit or Loss | | |
| Unquoted | | |
| Investment in Bonds | | |
| 320 (Previous Year: 320), 9.45% Corporate Bonds of Rs.10,00,000 each in IL&FS Transportation Networks Limited # | - | - |
| | - | - |
| Aggregate amount of Unquoted Investments | - | 21.50 |
| Less: Fair Value Loss on Investment carried at Fair Value through Profit or Loss | - | 21.50 |
| Total Current Investments | - | - |
| # Fair Value Loss had been recognised for entire value during the previous years. | | |

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| NOTE 8B : TRADE RECEIVABLES | | |
| Trade Receivables Considered Good - Secured | 23.39 | 63.74 |
| Trade Receivables Considered Good - Unsecured (including subsidy receivable from Government of India- Rs. 1,103.28 Crore (Previous Year: Rs. 5,349.33 Crore)) | 1,151.20 | 5,499.37 |
| Trade Receivables Considered Doubtful - Unsecured (including subsidy receivable from Government of India- Rs. 0.26 Crore (Previous Year : Nil)) | 16.51 | 16.60 |
| | 1,191.10 | 5,579.71 |
| Less: Allowance for Doubtful Debts | 16.51 | 16.60 |
| Total Trade Receivables (Net of Allowances) | 1,174.59 | 5,563.11 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | - | - |
| | 1,174.59 | 5,563.11 |
| NOTE 8C : CASH AND CASH EQUIVALENTS | | |
| Balances with Banks: | | |
| On Current Accounts | 1.67 | 13.35 |
| On Cash Credit Accounts | 10.80 | 10.93 |
| Deposits with original maturity of less than three months | 875.41 | 121.78 |
| Cash on hand | 0.03 | 0.07 |
| | 887.91 | 146.13 |
| There is no repatriation restrictions on cash and cash equivalents. | | |
| NOTE 8D : BANK BALANCES OTHER THAN 8C ABOVE | | |
| On Unpaid Dividend Accounts | 15.00 | 17.45 |
| Deposits with remaining maturity for less than 12 months | 4.49 | 3.95 |
| Deposits with remaining maturity for more than 12 months * | 0.02 | 0.02 |
| | 19.51 | 21.42 |
| Less: Deposits with remaining maturity more than 12 months disclosed under 'other non current financial assets' (refer note 5C) | 0.02 | 0.02 |
| | 19.49 | 21.40 |
| * Fixed Deposit receipts of Rs. 0.02 Crore (Previous Year : Rs. 0.02 Crore) are pledged with Sales Tax Authorities. | | |
| NOTE 8E : CURRENT LOANS | | |
| Loans to Employees: | | |
| (a) Loans Receivables Considered Good - Secured | 0.08 | 0.10 |
| (b) Loans Receivables Considered Good - Unsecured | 0.02 | 0.02 |
| (c) Loans Receivables which have significant increase in Credit Risk | - | - |
| (d) Loans Receivables - credit impaired | - | - |
| | 0.10 | 0.12 |

| Particulars | (Rs. in Crore) | |
|---|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| NOTE 8F : OTHER CURRENT FINANCIAL ASSETS | | |
| (Unsecured and Considered Good, except to the extent stated) | | |
| Derivatives | | |
| Derivative Financial Assets | - | 37.70 |
| Others | | |
| Receivable from Gas Pool Operator | 125.42 | 267.62 |
| Receivable from a Joint Venture (refer Note 31) | - | 0.05 |
| Security Deposits (Considered Doubtful : Nil (Previous Year: Rs. 0.01 Crore)) | 5.69 | 6.20 |
| Insurance and Other Claims Receivable (Considered Doubtful Rs.1.65 Crore (Previous Year: Rs.1.65 Crore)) | 4.20 | 4.76 |
| Interest Receivable on Deposits | 0.10 | 0.14 |
| Escrow Receivable * (Considered Doubtful Rs. 1.38 Crore (Previous Year: Rs. 1.54 Crore)) | 9.34 | 10.68 |
| Other General Receivables including rebates | 19.94 | 6.96 |
| | 164.69 | 334.11 |
| Less: Allowance for Doubtful Advances | 3.03 | 3.20 |
| | 161.66 | 330.91 |
| | | |
| * Escrow receivable represents- a) Rs. 1.38 Crore (Previous Year: Rs. 1.54 Crore) being a part of the purchase consideration in respect of the sale of KPO business of certain subsidiary companies, held in an escrow account with a bank, which had been fully provided in the books; b) Rs. 7.96 Crore (Previous Year: Rs. 9.14 Crore) being a part of the purchase consideration in respect of the sale of assets and transfer of liabilities during the previous year of a subsidiary, as per the terms of agreement with the buyer. | | |
| | | |
| NOTE 9 : OTHER CURRENT ASSETS | | |
| (Unsecured and Considered Good, except to the extent stated) | | |
| Advance to Suppliers | 13.07 | 9.35 |
| (Considered Doubtful Rs. 0.48 Crore (Previous Year : Rs. 0.48 Crore)) | | |
| Balances with Statutory / Government Authorities | 125.85 | 125.29 |
| (Considered Doubtful Rs. 44.16 Crore (Previous Year: Rs. 44.61 Crore)) | | |
| Interest Receivable - Others | 0.33 | 0.33 |
| Prepaid Gratuity (refer note 32) | 0.02 | 0.03 |
| Prepaid Expenses | 18.93 | 37.27 |
| Other General Receivables | 0.85 | 0.55 |
| | 159.05 | 172.82 |
| Less: Allowance for Doubtful Advances | 44.64 | 45.09 |
| | 114.41 | 127.73 |
| | | |
| NOTE 10 : SHARE CAPITAL | | |
| Authorised : | | |
| 44,00,00,000 (Previous Year : 44,00,00,000) Equity Shares of Rs.10 each | 440.00 | 440.00 |
| 21,00,00,000 (Previous Year : 21,00,00,000) Redeemable Preference Shares of Rs.10 each | 210.00 | 210.00 |
| | 650.00 | 650.00 |
| | | |
| Issued, subscribed and paid up : | | |
| 41,62,07,852 (Previous Year : 41,62,07,852) Equity Shares of Rs.10 each, fully paid up | 416.21 | 416.21 |
| | 416.21 | 416.21 |

a) **Reconciliation of the Shares Outstanding at the beginning and at the end of the Reporting periods**

There is no movement in the equity shares outstanding at the beginning and at the end of the reporting periods.

b) **Terms / Rights attached to Equity Shares**

The Parent Company has only one class of shares having a par value of Rs.10 per share fully paid up. Each holder of equity shares is entitled to one vote per share and the equity shares will rank pari passu with each other in all respects. The Parent Company declares and pays dividend in Indian rupees. The dividend recommended / proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. Further, the Board of Directors may also declare an interim dividend.

In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Parent Company, after payment of all liabilities.

c) **Details of Shareholders holding more than 5% shares in the Parent Company**

| Name | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|-----------|----------------------|-----------|
| | No. of shares | % holding | No. of shares | % holding |
| The Hindustan Times Limited | 5,93,71,221 | 14.26 | 5,71,68,649 | 13.74 |
| Zuari Global Limited | 5,90,15,360 | 14.18 | 5,90,15,360 | 14.18 |
| SIL Investments Limited | 3,33,43,455 | 8.01 | 3,33,43,455 | 8.01 |
| HDFC Trustee Company Ltd. A/c HDFC Balanced Advantage Fund and its Associate Funds | 2,67,08,128 | 6.42 | 3,84,99,215 | 9.25 |

As per the records of the Parent Company, including its register of shareholders/members, the above shareholding represents both legal and beneficial ownership of shares.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| NOTE 10A : OTHER EQUITY * | | |
| Reserves and Surplus: | | |
| (a) Securities Premium | 6.42 | 6.42 |
| (b) Retained Earnings | 4,412.70 | 2,932.94 |
| (c) General Reserve | 634.26 | 584.26 |
| (d) Treasury Shares | (4.90) | (7.75) |
| (e) Loss on Treasury Shares Acquired | (1.66) | (1.30) |
| (f) Capital Reserve | 0.21 | 0.21 |
| (g) Capital Redemption Reserve | 0.25 | 0.25 |
| (h) Tonnage Tax Reserve under Section 115VT of the Income Tax Act, 1961 | 0.50 | 0.50 |
| (i) Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961 | 42.25 | 42.25 |
| (j) Share Option Outstanding Account | 2.64 | 2.65 |
| Total | 5,092.67 | 3,560.43 |
| Other Comprehensive Income: | | |
| (k) Exchange Difference on Translation of Foreign Operations | (30.07) | (55.41) |
| (l) Cash Flow Hedging Reserve | (230.02) | (381.93) |
| Total | (260.09) | (437.34) |
| Other Equity | 4,832.58 | 3,123.09 |

* For movement during the year refer Consolidated Statement of Changes in Equity.

Description of Nature and Purpose of each Reserve
(a) Securities Premium

Securities Premium represents amount received on issue of shares in excess of the par value. Utilisation of reserve will be as per the provisions of the relevant statute.

(b) Retained Earnings

Retained earnings comprises of prior years as well as current year's undistributed earnings after taxes.

(c) General Reserve

General Reserve is a free reserve. It represents appropriation of profit by the Parent Company. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. Utilisation of reserve will be as per the provisions of the relevant statute.

(d) Treasury Shares

Treasury shares represents equity shares of the Parent Company acquired by CFCL Employees Welfare Trust from the Secondary market to allocate or transfer these shares to eligible employees of the Parent Company from time to time on the terms and conditions specified under the CFCL Employees Stock Option Scheme, 2010.

(e) Loss on Treasury Shares

Loss on treasury shares acquired represents the amount of loss incurred by CFCL Employees Welfare Trust, on the transfer of equity shares to the eligible employees of the Parent Company as per CFCL Employees Stock Option Scheme, 2010.

(f) Capital Reserve

Capital reserve represents the amount on account of forfeiture of equity shares of the Parent Company. Utilisation of reserve will be as per the provisions of the relevant statute.

(g) Capital Redemption Reserve

Capital redemption reserve represents reserve created on redemption of preference shares. Utilisation of reserve will be as per the provisions of the relevant statute.

(h) & (i) Tonnage Tax Reserve and Tonnage Tax Reserve (utilised) Account under Section 115VT of the Income Tax Act, 1961

These reserves were created till the time erstwhile 'Shipping Division' of the Parent Company was under Tonnage Tax Regime.

(j) Share Option Outstanding Account

Share option outstanding account is used to recognise the grant date fair value of options issued to employees under the CFCL Employees Stock Option Scheme, 2010. In respect of the subsidiary company, the reserve is used to recognise the grant date fair value of options issued to employees under the 2007 Share Option Plan. Refer to note 36 for further details of the plans.

(k) Exchange Difference on Translation of Foreign Operations

Exchange difference arising on translation of foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

(l) Cash Flow Hedging Reserve

The Parent Company uses hedging instrument as part of its management of foreign currency risk associated with its highly probable forecast sale. Foreign currency risk associated with highly forecasted sale transaction is being hedged by taking foreign currency loans.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| NOTE 11 : FINANCIAL LIABILITIES | | |
| Note 11A: Non Current Borrowings | | |
| Secured Loans: | | |
| Term Loans : | | |
| - External Commercial Borrowings | 2,822.38 | 3,455.71 |
| - Foreign Currency Loans from Financial Institution | 1,025.61 | 1,224.43 |
| | 3,847.99 | 4,680.14 |

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Unsecured Loans: | | |
| - Redeemable Preference Shares | 70.42 | 417.42 |
| | 3,918.41 | 5,097.56 |
| Less : Current Maturities of Long Term Borrowings shown under "Other Current Financial Liabilities" (refer note 14C) | 771.60 | 705.53 |
| Non-Current Borrowings (as per Balance Sheet) | 3,146.81 | 4,392.03 |
| (a) Details of Borrowings and Transaction Costs | | |
| (i) External Commercial Borrowings | | |
| External Commercial Borrowings (refer (b) i below) | 2,842.43 | 3,482.60 |
| Less: Transaction Costs | 20.05 | 26.89 |
| Carrying Value of External Commercial Borrowings | 2,822.38 | 3,455.71 |
| (ii) Foreign Currency Loans from Financial Institution | | |
| Foreign Currency Term Loans from Financial Institution (refer (b) ii below) | 1,034.34 | 1,235.18 |
| Less: Transaction Costs | 8.73 | 10.75 |
| Carrying Value of Foreign Currency Loans from Financial Institution | 1,025.61 | 1,224.43 |

(b) Nature of Security, Terms and Repayment Schedule :

- i External Commercial Borrowings ("ECB") from banks of USD 38.87 Crore (Rs. 2,842.43 Crore including current maturity of Rs. 612.47 Crore) (Previous Year: Rs. 3,482.60 Crore including current maturity of Rs.540.84 Crore) carry interest in the range of 3 months LIBOR plus 1.85% - 2.30% per annum. ECB amounting to USD 32.37 Crore (Rs. 2,367.18 Crore including current maturity of Rs.539.36 Crore) are repayable in 18 quarterly instalments starting from June 30, 2021 (which were earlier repayable in 9 half yearly instalments starting from September 30, 2021). ECB amounting to USD 6.50 Crore (Rs. 475.25 Crore including current maturity of Rs. 73.11 Crore) are repayable in 26 equal quarterly instalments starting from June 30, 2021 (which were earlier repayable in 13 half yearly instalments starting from September 30, 2021). These ECBs are secured by first pari-passu charge by way of mortgage, by deposit of title deeds in respect of immovable properties of the Parent Company and hypothecation of the movable fixed assets of the Parent Company, both present and future subject to prior charges created in favour of banks on current assets and other movables for securing working capital borrowings.
- ii Foreign currency term loans from a financial institution of USD 14.15 Crore (Rs.1,034.34 Crore including current maturity of Rs.159.13 Crore) (Previous Year: Rs.1,235.18 Crore including current maturity of Rs.164.69 Crore) carry interest in the range of 3 months LIBOR plus 2.05% - 2.30% per annum. These term loans are repayable in 26 equal quarterly instalments starting from June 30, 2021 (which were earlier repayable in 13 half yearly instalments starting from September 30, 2021). These loans are secured by first pari-passu charge by way of mortgage, by deposit of title deeds in respect of immovable properties of the Parent Company and hypothecation of the movable fixed assets of the Parent Company, both present and future subject to prior charges created in favour of banks on current assets and other movables for securing working capital borrowings.

(c) Redeemable Preference Shares

In respect of redeemable preference shares issued by a subsidiary of the Parent Company, as the Group has an obligation to deliver a number of its equity instruments which may vary based on the fair value of the preference shares on the date of redemption, the contractual obligation has been construed as a financial liability. Refer note 33 for the details regarding rights, preference and restrictions attached to the redeemable preference shares.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| NOTE 12 : LONG TERM PROVISIONS | | |
| Provision for Employee Benefits | | |
| - Gratuity (refer note 32) | 9.05 | 6.65 |
| - Post Retirement Medical Benefits (refer note 32) | 4.88 | 4.91 |
| | 13.93 | 11.56 |

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| NOTE 13 : OTHER NON CURRENT LIABILITIES | | |
| Other Employee Benefit Obligations | 3.20 | 3.33 |
| | 3.20 | 3.33 |
| NOTE 14 : FINANCIAL LIABILITIES | | |
| NOTE 14A : CURRENT BORROWINGS | | |
| Secured Loans: | | |
| From Banks: | | |
| - Rupee Loans (refer i below) | - | 1,999.16 |
| - Foreign Currency Loans (refer ii below) | - | 412.92 |
| Unsecured Loans: | | |
| From Banks: | | |
| - Line of Credit Facility (refer iii below) | - | 60.53 |
| - Foreign Currency Loans (refer iv below) | - | 596.55 |
| Commercial Papers (refer v below) | - | 1,925.00 |
| | - | 4,994.16 |

Nature of Security, Terms and Repayment Schedule :

- i Rupee Loans from Banks of Rs. 1,999.16 Crore were repaid during the year which carried interest in the range of 6.15% - 7.60% per annum. Out of these, loan amounting Rs.1,274.16 Crore was from a bank under Special Banking Arrangement against the subsidy on Indigenous Urea and P&K Fertilisers receivable from Government of India. The Bank charged interest @ 6.15% per annum paid directly by Government of India to the bank. The loan was secured by hypothecation of subsidy receivables upto Rs.1,274.16 Crore from Government of India. The loan was repayable within 60 days. Further, Working Capital Demand Loans of Rs.725.00 Crore from banks were repaid during the year which were secured by hypothecation of the Parent Company's current assets including all stocks and book debts and other movable assets, both present and future. These loans were further secured by second charge on the immovable properties of the Parent Company. The loans were repayable on demand.
- ii Foreign Currency Loans from Banks of Rs.412.92 Crore were repaid during the year which carried interest in the range of 1.19%-2.08% per annum. Out of these, loans amounting to Rs.162.80 Crore were secured by hypothecation of the Parent Company's current assets including all stocks and book debts and other movable assets, both present and future and further secured by second charge on all the immovable properties of the Parent Company. These loans are repayable within 246 days to 251 days from the drawdown/ availment. Further, foreign currency loans amounting to Rs. 250.12 Crore were secured by second charge on the Parent Company's current assets. These loans were repayable within 147 days to 168 days from drawdown / availment.
- iii A step-down subsidiary of the Parent Company has repaid unsecured line of credit of Rs. 60.53 Crore during the year which carried interest rate of 5.02% per annum (6 months LIBOR plus 3.15% per annum).
- iv Unsecured foreign currency loans of Rs. 596.55 Crore were repaid during the year which carried interest in the range of 1.19% - 2.12% per annum. These loans were repayable within 144 days to 263 days from drawdown / availment.
- v Unsecured Commercial Paper of Rs.1,925.00 Crore were repaid during the year which carried interest in the range of 5.59% - 5.85% per annum. The commercial papers had a tenure of 60 days to 90 days.

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----------------------------------|-------------------------|-------------------------|
| NOTE 14B : TRADE PAYABLES | | |
| Trade Payables | 389.04 | 541.50 |
| | 389.04 | 541.50 |

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| NOTE 14C : OTHER FINANCIAL LIABILITIES | | |
| Current Maturity of Long Term Borrowings (refer note 11A) | 771.60 | 705.53 |
| Interest Accrued but not due on Borrowings | 0.25 | 7.71 |
| Earnest Money / Security Deposits | 195.21 | 178.26 |
| Accrued Employee Liabilities (including payable to Key Management Personnel) (refer note 31) | 32.40 | 26.42 |
| Unclaimed Statutory Liabilities (as referred in Section 124(1) of the Companies Act, 2013): | | |
| -Unpaid Dividend | 15.00 | 17.45 |
| Payable for Capital Goods | 13.20 | 95.82 |
| Derivative Financial Liabilities | 15.23 | 30.53 |
| Warrants (refer note 33) | 0.00 | 0.00 |
| Others * | 0.15 | 5.36 |
| | 1,043.04 | 1,067.08 |
| * Represents net amount collected by CFCL Ventures Limited, a subsidiary of the Parent Company on behalf of the buyer towards post sale of assets and transfer of liabilities. (refer note 46(A)) | | |
| Terms and Conditions of the above Financial Liabilities: | | |
| - Trade and Other Financial Liabilities (other than Security Deposit and Current Maturity of Long Term Borrowings) are non-interest bearing. For maturity profile of Trade Payables and Other financial Liabilities, refer note 43. | | |
| NOTE 15 : OTHER CURRENT LIABILITIES | | |
| Advance from Customers * | 29.46 | 16.91 |
| Other Employee Benefit Obligations | 1.88 | 0.25 |
| Statutory Obligations Payable | 11.86 | 10.92 |
| Other Liabilities : | | |
| - Dues to Related Parties (refer note 31) | 0.65 | 0.29 |
| - Others | 0.44 | 0.16 |
| | 44.29 | 28.53 |
| * These represent contract liabilities arising from contracts with customers. The amount of Rs. 15.53 Crore (Previous Year: Rs. 4.49 Crore) pertaining to balance at the beginning of the year have been recognised as revenue during the year. The remaining balances have been refunded / adjusted. | | |
| NOTE 16 : CURRENT PROVISIONS | | |
| Provision for Employees Benefits: | | |
| - Gratuity (refer note 32) | 4.02 | 3.68 |
| - Leave Encashment / Liabilities | 35.32 | 33.47 |
| - Post Retirement Medical Benefits (refer note 32) | 0.16 | 0.17 |
| | 39.50 | 37.32 |

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

| | (Rs. in Crore) | |
|---|------------------------------|------------------------------|
| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
| NOTE 17 : REVENUE FROM OPERATIONS | | |
| Sale of Products | | |
| Sale of Own Manufactured Products {including Rs. 5,473.31 Crore (Previous Year: Rs. 6,378.41 Crore) Subsidy on Fertilisers} | 7,350.37 | 8,145.20 |
| Sale of Traded Products {including Rs. 1,806.53 Crore (Previous Year: Rs. 1,350.89 Crore) Subsidy on Fertilisers} | 5,367.18 | 4,059.46 |
| Other Operating Revenues | | |
| Others (spillage) | 1.46 | 1.29 |
| Revenue from Operations | 12,719.01 | 12,205.95 |
| NOTE 18 : OTHER INCOME | | |
| (A) Other Income: | | |
| Interest on: | | |
| - Fertilisers Bonds | 0.00 | 0.00 |
| - Employees Loans | 0.02 | 0.03 |
| - Income Tax Refunds | - | 2.23 |
| - Deposits | 11.23 | 10.57 |
| - Payment from Customers | 2.41 | 4.81 |
| - Others (including deposits with Government Authorities) | 0.08 | 1.67 |
| Dividend Income on Non Current Investment | 0.00 | 0.00 |
| Rent Received | 0.13 | 0.14 |
| Insurance Claims Received | 11.67 | 28.73 |
| Liabilities no Longer Required Written Back | 2.42 | 0.31 |
| Allowance for Doubtful Debts and Advances (Net) | 0.80 | - |
| Recoveries from Contractor | 0.29 | 1.03 |
| Sale of Scrap | 0.80 | 2.79 |
| Miscellaneous Income | 7.45 | 5.86 |
| (B) Other Gains / (Losses) : | | |
| - Mark to Market (Loss) / Gain on Derivative Transactions | (22.40) | 30.38 |
| - Gain on Sale of Current Investments | 1.13 | 18.01 |
| - Gain on Foreign Exchange Variation (Net) | 21.32 | - |
| | 37.35 | 106.56 |
| NOTE 19 : COST OF MATERIALS CONSUMED | | |
| Opening Inventories | 1.67 | 1.02 |
| Add: Purchases | 2,924.05 | 3,773.86 |
| Less: Closing Inventories | 1.53 | 1.67 |
| | 2,924.19 | 3,773.21 |
| NOTE 20 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS | | |
| Closing Inventories | | |
| - Work-in-Progress | 6.99 | 9.09 |
| - Finished Goods | 221.48 | 343.83 |
| - Traded Goods | 447.27 | 676.68 |
| | 675.74 | 1,029.60 |
| Opening Inventories | | |
| - Work-in-Progress | 9.09 | 12.47 |
| - Finished Goods | 343.83 | 115.50 |
| - Traded Goods | 676.68 | 1,110.29 |
| | 1,029.60 | 1,238.26 |
| Decrease in Inventories | 353.86 | 208.66 |

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|------------------------------|------------------------------|
| NOTE 21 : EMPLOYEE BENEFITS EXPENSE | | |
| Salaries, Wages and Bonus | 157.82 | 138.36 |
| Contribution to Provident and Other Funds | 9.05 | 7.81 |
| Gratuity Expense (refer note 32) | 3.31 | 2.80 |
| Post Retirement Medical Benefits (refer note 32) | 0.53 | 0.51 |
| Workmen and Staff Welfare Expenses | 5.70 | 6.54 |
| | 176.41 | 156.02 |
| NOTE 22 : FINANCE COSTS | | |
| Interest (including Interest on Income Tax : Rs. 0.00 Crore (Previous Year : Rs.1.20 Crore))* | 261.22 | 431.14 |
| Bank Charges and Guarantee Commission | 16.83 | 18.84 |
| Exchange Differences regarded as an adjustment to Borrowing Costs | 1.34 | 52.65 |
| | 279.39 | 502.63 |
| * Refer note 29 | | |
| NOTE 23 : OTHER EXPENSES | | |
| Consumption of Stores and Spares | 32.26 | 30.52 |
| Consumption of Packing Materials | 102.78 | 93.73 |
| Bagging and Other Services | 22.83 | 19.07 |
| Power and Fuel | 1,645.56 | 2,113.57 |
| Catalyst Charges Written Off | 7.38 | 7.45 |
| Rent (refer note 35) | 10.09 | 22.85 |
| Rates and Taxes | 0.96 | 0.98 |
| Insurance | 32.22 | 25.78 |
| Repairs and Maintenance: | | |
| - Plant and Equipment | 26.01 | 33.55 |
| - Buildings | 4.09 | 4.30 |
| - Others | 14.76 | 13.44 |
| Director's Sitting Fees | 0.28 | 0.31 |
| Travelling and Conveyance | 4.15 | 8.07 |
| Communication Costs | 0.64 | 0.97 |
| Printing and Stationery | 0.32 | 0.34 |
| Legal and Professional Fees | 4.75 | 4.20 |
| Auditor's Remuneration | | |
| As auditor: | | |
| - Audit Fee | 0.40 | 0.39 |
| - Tax Audit Fee | 0.06 | 0.06 |
| - Limited Review Fee | 0.30 | 0.24 |
| - Certification and Other services | 0.21 | 0.23 |
| - Out of Pocket Expenses | 0.03 | 0.06 |
| Freight and Forwarding Charges | 778.85 | 682.79 |
| Other Selling Expenses | 5.38 | 3.28 |
| Corporate Social Responsibility Expenditure | 19.65 | 15.33 |
| Depletion of Loose Tools | 0.30 | 0.33 |
| Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | - | 21.50 |
| Green Belt Development / Horticulture Expenses | 3.17 | 2.78 |
| Allowance for Doubtful Debts and Advances (Net) | - | 14.72 |

| Particulars | (Rs. in Crore) | |
|--|------------------------------|------------------------------|
| | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
| Loss on Foreign Exchange Variation (Net) | - | 77.87 |
| Impairment Loss on Property, Plant and Equipment | - | 17.79 |
| Loss on Disposal / Write off of Property, Plant and Equipment (Net) | 4.75 | 22.73 |
| Bank Charges and Guarantee Commission (other than Financing) | 1.47 | 1.23 |
| Inventories Written Off | 0.04 | 2.09 |
| Irrecoverable Balances Written Off | 0.80 | 2.01 |
| Less: Allowance for Doubtful Debts and Advances adjusted out of above | - | 1.00 |
| Miscellaneous Expenses | 16.45 | 14.65 |
| | 2,740.94 | 3,258.21 |
| NOTE 24 : EXCEPTIONAL ITEMS | | |
| Reversal of subsidy income accrued during the earlier years due to change in Modified NPS III Policy (refer note 51) | - | 91.70 |
| Allowance for Doubtful Debts (refer note 51) | - | (197.27) |
| Relinquishment of rights in Preference Shares (refer note 52) | (337.89) | - |
| | (337.89) | (105.57) |
| Note 25 : EARNINGS PER SHARE (EPS) | | |
| (i) Continuing Operations | | |
| Profit as per Consolidated Statement of Profit and Loss | 1,747.59 | 1,226.62 |
| (Profit) for the Year attributable to Non-Controlling Interests | (92.83) | - |
| Profit attributable to Equity Holders of the Parent Company: | 1,654.76 | 1,226.62 |
| Calculation of Weighted Average Number of Equity Shares | | |
| - Number of Equity Shares at the beginning of the Year | 41,62,07,852 | 41,62,07,852 |
| - Total Equity Shares Outstanding at the end of the Year | 41,62,07,852 | 41,62,07,852 |
| - Weighted average Number of Equity Shares Outstanding during the Year | 41,62,07,852 | 41,62,07,852 |
| Basic and Diluted Earnings Per Share (in Rs.) * | 39.76 | 29.47 |
| Nominal Value of Equity Shares (in Rs.) | 10.00 | 10.00 |
| (ii) Discontinued Operations | | |
| Profit / (Loss) as per Consolidated Statement of Profit and Loss | - | (1.06) |
| Loss for the Year attributable to Non-Controlling Interests | - | 0.63 |
| Profit / (Loss) attributable to Equity Holders of the Parent Company: | - | (0.43) |
| Calculation of Weighted Average Number of Equity Shares | | |
| - Number of Equity Shares at the beginning of the Year | 41,62,07,852 | 41,62,07,852 |
| - Total Equity Shares outstanding at the end of the Year | 41,62,07,852 | 41,62,07,852 |
| - Weighted average number of Equity Shares Outstanding during the Year | 41,62,07,852 | 41,62,07,852 |
| Basic and Diluted Earnings Per Share (in Rs.) * | - | (0.01) |
| Nominal Value of Equity Shares (in Rs.) | 10.00 | 10.00 |
| (iii) Continuing and Discontinued Operations | | |
| Profit as per Consolidated Statement of Profit and Loss | 1,747.59 | 1,225.56 |
| (Profit) / Loss for the Year attributable to Non-Controlling Interests | (92.83) | 0.63 |
| Profit attributable to Equity Holders of the Parent Company: | 1,654.76 | 1,226.19 |
| Calculation of weighted average number of Equity Shares | | |
| - Number of Equity Shares at the beginning of the Year | 41,62,07,852 | 41,62,07,852 |
| - Total Equity Shares outstanding at the end of the Year | 41,62,07,852 | 41,62,07,852 |
| - Weighted average number of Equity Shares Outstanding during the Year | 41,62,07,852 | 41,62,07,852 |
| Basic and Diluted Earnings Per Share (in Rs.) * | 39.76 | 29.46 |
| Nominal Value of Equity Shares (in Rs.) | 10.00 | 10.00 |
| * There are no dilutive potential equity shares. | | |

26. THE GROUP COMPRISES OF THE FOLLOWING ENTITIES:

| Name of the Entities | Country of Incorporation | Percentage of Ownership as at March 31, 2021 | Percentage of Ownership as at March 31, 2020 |
|--|--------------------------|--|--|
| A. Subsidiaries | | | |
| Chambal Infrastructure Ventures Limited | India | 100.00% | 100.00% |
| India Steamship Pte. Ltd. * | Singapore | - | 100.00% |
| India Steamship Limited ** | India | - | 100.00% |
| CFCL Ventures Limited (CVL) | Cayman Islands | 72.27% | 72.27% |
| Subsidiaries of CVL | | | |
| ISGN Corporation # | U.S.A | 100.00% | 100.00% |
| ISG Novasoft Technologies Limited # | India | 100.00% | 100.00% |
| Inuva Info Management Private Limited *** / # / ## | India | 71.00% | 71.00% |
| B. Joint Venture | | | |
| Indo Maroc Phosphore S.A. - IMACID | Morocco | 33.33% | 33.33% |

* Dissolved on April 06, 2020.

** The liquidator of the subsidiary completely liquidated the assets thereof during the financial year 2019-20 and the subsidiary was dissolved on February 09, 2021.

*** The liquidator of the subsidiary completely liquidated the assets thereof during the financial year 2019-20 and the subsidiary was dissolved on May 03, 2021.

Percentage of ownership of CVL.

Subsidiary of ISG Novasoft Technologies Limited.

27. Contingent Liabilities and Contingent Assets:

(i) Contingent Liabilities (not provided for)

(a) In respect of Parent Company :

(Rs. in Crore)

| S. No. | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--------|--|--------------------------|--------------------------|
| (i) | Demand raised by Service Tax, Sales Tax and Income Tax (IT) authorities being disputed by the Parent Company * | 97.20 | 91.91 |
| (ii) | Penalty levied by FERA Board under appeal before the Calcutta High Court | 0.01 | 0.01 |
| (iii) | Various labour cases | Amount not ascertainable | Amount not ascertainable |
| (iv) | Other claims against the Parent Company not acknowledged as debts | 0.08 | 0.08 |

* Brief description of liabilities under (i) (a) (i) above :

(Rs. in Crore)

| | | | |
|----------|---|-------|-------|
| 1 | Income Tax : | | |
| | (a) Demand raised by IT authorities on account of various disallowances for assessment year 2011-12 | 0.03 | 0.03 |
| | (b) Demand raised by IT authorities on account of various disallowances for assessment year 2017-18 | 10.36 | 10.36 |
| | (c) Demand raised by IT authorities on account of various disallowances for assessment year 2018-19 | 71.33 | 66.43 |
| | (d) Demand raised by IT authorities on account of various disallowances for assessment year 2019-20 | 8.53 | 8.53 |
| | (e) Demand raised by IT authorities on account of various disallowances for assessment year 2020-21 | 6.29 | 6.29 |
| | (f) Demand raised by IT authorities on account of various disallowances for assessment year 2021-22 | 0.39 | - |

(Rs. in Crore)

| S. No. | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--------|---|----------------------|----------------------|
| 2 | Service Tax : | | |
| | Demand (including penalty) plus interest at the appropriate rate raised in respect of service tax not paid on payments made in foreign currency to foreign parties, treating all such payments as taxable, which is being contested by the erstwhile Shipping Division of the Parent Company. | 0.27 | 0.27 |
| | Total | 97.20 | 91.91 |

- (v) The Parent Company had received a demand of Rs. 3.52 Crore plus penalty (Previous Year: Rs. 3.52 Crore) from Sales Tax Department, Kota in an earlier year towards use of natural gas for ammonia fuel, power and steam generation for the period April, 1996 to May, 2001. The Parent Company has obtained a stay from Hon'ble High Court of Rajasthan, Jodhpur on 13th July, 2001 (1996-97 to 1997-98) and on 17th August, 2001 (1998-99 to 2001-02 – Upto May 2001). However, in the event of the Parent Company having to pay the above, it is reimbursable by Fertiliser Industry Coordination Committee (FICC) / Government of India under Subsidy Scheme.
- (vi) The Parent Company as well as other users of natural gas under HBJ Gas Pipeline had in earlier years received letters from GAIL (India) Limited, informing about the possibility of levy of excise duty on natural gas (presently not levied) with retrospective effect. The amount of such levy is not ascertainable. However, in the event of its levy, it is reimbursable by FICC under Subsidy Scheme.
- (vii) The Parent Company as well as other users of Natural Gas under HBJ Gas Pipeline had received a letter in an earlier year from GAIL (India) Limited, informing about the possibility of levy of Central Sales Tax. The Parent Company has been taking the delivery of Gas in the State of Rajasthan and has been accordingly paying Rajasthan Sales Tax on the supply. Therefore, the Parent Company feels that no Central Sales Tax is payable by it. Further, the amount of such levy is not ascertainable. However, in the event of its levy, it is reimbursable by FICC under Subsidy Scheme.
- (viii) Under the Jute Packaging Material (Compulsory use of Packing Commodities) Act, 1987, a specified percentage of fertilisers dispatched were required to be supplied in Jute bags up to August 31, 2001. The provisions of the said Act were challenged in the Supreme Court, which upheld the constitutional validity of this Act in its judgment in 1996. In spite of making conscious efforts to step up use of jute packaging material, the Parent Company was unable to adhere to the specified percentage, due to strong customer resistance to use of jute bags. The Parent Company had received show cause notice from the Office of the Jute Commissioner, Kolkata, for levying a penalty of Rs. 73.80 Crore (Previous Year: Rs. 73.80 Crore) for non compliance of the provisions of the said Act. The Parent Company has obtained a stay order from Delhi High Court against the above show cause notice and on the basis of the stay order the Parent Company is of the view that the said levy is not tenable in law and accordingly no provision has been considered.

Based on favorable decisions in similar cases, legal opinion taken by the Parent Company, discussions with the solicitors, etc., the Parent Company believes that there is fair chance of decisions in its favour in respect of all the items listed in (i) to (viii) above and hence no provision is considered necessary against the same.

(b) In respect of Subsidiaries :

The details of the cases, the amount of claim (wherever quantifiable) and the subsidiary of the Group involved are as below:

ISG Novasoft Technologies Limited ('ISGN India')

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Income tax demands, under appeal [refer Note below] USD 29,83,278 (Previous Year: USD 29,85,331) | 21.81 | 22.59 |

Note:

In respect of ISGN India, the tax authorities have made various adjustments relating to transfer pricing and other disallowances to taxable income for various assessment years i.e. 2009-10 to 2019-20.

The Group is contesting aforesaid demands and the management, based on external advise, believes that its position will likely be upheld in the appellate process. No expense has been accrued in the consolidated financial statements for the aforesaid demands raised. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position and results of operations. The Group does not expect any reimbursements in respect of the above contingent liabilities.

In respect of above contingent liabilities, it is not practicable for the Group to estimate the timings of cash outflows, if any, pending resolution of the respective proceedings.

(ii) **Contingent Assets (not recognised for) in respect of Parent Company:**

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------|-------------------------|-------------------------|
| Un-utilised Cenvat Credit | 3.06 | 3.06 |

The erstwhile Shipping Division of the Parent Company had claimed cenvat credit in the service tax returns in the earlier years. However, such service tax credit receivable has not been recognised in the financial statements due to uncertainty in utilisation of the same.

28. Capital Commitments:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Estimated amount of contracts remaining to be executed on capital account {net of advances of Rs. 11.17 Crore (Previous Year : Rs. 5.77 Crore)} | 124.04 | 113.12 |

29. Capitalisation of Expenditure

-Parent Company

The Parent Company has capitalised the following expenses of revenue nature to the cost of Capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Parent Company. The break up of expenditure is as follows :

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Opening Balance | 0.48 | 0.41 |
| Add : Expenditure during the year | | |
| Interest * | 0.29 | 0.07 |
| Total Expenditure | 0.77 | 0.48 |
| Less : Allocated to Property, Plant and Equipment | - | - |
| Capitalisation of Expenditure (pending for Allocation) | 0.77 | 0.48 |

* Interest comprises of Rs. 0.29 Crore (Previous Year : Rs. 0.07 Crore) on general borrowings for other qualifying assets using the weighted average interest rate applicable during the year which is 4.48% per annum (Previous Year: 6.04% per annum).

-Subsidiary Companies

Subsidiaries of the Parent Company has capitalised the following expenses of revenue nature towards the development of internally developed software platforms. Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the subsidiaries of the Parent Company. The break up of expenditure is as follows :

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Opening Balance | - | 12.74 |
| Add : Expenditure during the year | | |
| Employee Benefits Expense | - | 16.66 |
| Total Expenditure during the year | - | 16.66 |
| Less: Allocated to Intangible Assets | - | (15.92) |
| Exchange Differences | - | 0.32 |
| Deletion During the year | - | (13.80) |
| Closing Balance | - | - |

30. The Managing Director and Chief Financial Officer of the Parent Company has been identified as the chief operating decision maker (CODM) as defined by Ind AS 108, 'Operating Segments'. The Parent Company is in the business of manufacturing / marketing of Fertilisers and other Agri-inputs. Looking at the nature of business and risk involved, the operations of the Parent Company falls into single business segment. Further, all the customers and assets are located in India. The Group does not consider Software and Other Business as a reportable segment as it does not have continuing significance. Accordingly, no segment information is provided.

31. Related Party Transactions

Disclosures of the related party information as per Ind AS - 24 'Related Party Disclosures', are as follows-

I Related Party Name and Relationship

(A) Subsidiaries

CFCL Ventures Limited
Chambal Infrastructure Ventures Limited
India Steamship Pte. Ltd.*
India Steamship Limited **
ISGN Corporation#
ISG Novasoft Technologies Limited #
Inuva Info Management Private Limited *** / ##
* Dissolved on April, 06 2020.
** Dissolved on February 09, 2021.
*** Dissolved on May 03, 2021.
Subsidiaries of CFCL Ventures Limited.
Subsidiary of ISG Novasoft Technologies Limited.

(B) Joint Venture

Indo Maroc Phosphore, S.A. - IMACID

(C) Post Employment Benefit Plans

CFCL Employees' Provident Fund
Chambal Fertilisers and Chemicals Limited Senior Staff Superannuation Fund
CFCL Employees Group Gratuity Scheme
India Steamship Staff Provident Fund
India Steamship Staff Gratuity Insurance Scheme
ISG Novasoft Technologies Limited Employees Group Gratuity Trust

(D) Key Management Personnel

| S.No. | Name | Designation |
|-------|------------------------------------|--|
| 1 | Mr. Saroj Kumar Poddar | Non-Executive Chairman |
| 2 | Mr. Pradeep Jyoti Banerjee | Independent - Non-Executive Director |
| 3 | Mr. Shyam Sunder Bhartia | Non-Executive Director |
| 4 | Mr. Nimesh Nagindas Kampani | Independent - Non-Executive Director (Ceased to be Director with effect from September 15, 2020) |
| 5 | Mr. Anil Kapoor | Managing Director (Ceased to be Managing Director with effect from April 16, 2021) |
| 6 | Mr. Gaurav Mathur | Joint Managing Director (Appointed as Managing Director with effect from April 16, 2021) |
| 7 | Mr. Vivek Mehra | Independent - Non-Executive Director |
| 8 | Mrs. Rita Menon | Independent - Non-Executive Director (Appointed with effect from September 10, 2020) |
| 9 | Mr. Chandra Shekhar Nopany | Non-Executive Director |
| 10 | Ms. Radha Singh | Independent - Non-Executive Director |
| 11 | Mr. Marco Philippus Ardeshir Wadia | Independent - Non-Executive Director |
| 12 | Mr. Abhay Bajjal | Chief Financial Officer |
| 13 | Mr. Rajveer Singh | Company Secretary |

II Transaction with the Related Parties

(A) Joint Venture

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|-------------------------------------|------------------------------|------------------------------|
| Reimbursement of Expenses | | |
| Indo Maroc Phosphore, S.A. - IMACID | - | 0.15 |
| Total | - | 0.15 |

(B) Post Employment Benefit Plans

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Employer's Contribution Paid / Payable | | |
| - CFCL Employees' Provident Fund | 4.94 | 4.40 |
| - Chambal Fertilisers and Chemicals Limited Senior Staff Superannuation Fund | 0.71 | 0.84 |
| - CFCL Employees Group Gratuity Scheme | 1.50 | - |
| - India Steamship Staff Provident Fund | 0.02 | 0.02 |
| - ISG Novasoft Technologies Limited Employees Group Gratuity Trust | - | 0.47 |
| Total | 7.17 | 5.73 |

(C) Key Management Personnel

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Compensation * | | |
| -Short Term Employee Benefits: | | |
| Mr. Anil Kapoor | 7.54 | 6.12 |
| Mr. Gaurav Mathur | 4.18 | 1.01 |
| Mr. Abhay Bajjal | 1.64 | 1.36 |
| Mr. Rajveer Singh | 0.90 | 0.74 |
| -Share Based Payments: | | |
| Mr. Anil Kapoor | 0.22 | 0.56 |
| Mr. Abhay Bajjal | 0.76 | 0.17 |
| Mr. Rajveer Singh | 0.08 | 0.06 |
| Commission to Non-Executive Directors | | |
| Mr. Saroj Kumar Poddar | 0.10 | 0.05 |
| Mr. Pradeep Jyoti Banerjee | 0.10 | 0.02 |
| Mr. Nimesh Nagindas Kampani | 0.05 | 0.05 |
| Mr. Vivek Mehra | 0.10 | 0.05 |
| Mrs. Rita Menon | 0.06 | - |
| Mr. Chandra Shekhar Nopany | 0.10 | 0.05 |
| Ms. Radha Singh | 0.10 | 0.05 |
| Mr. Marco Philippus Ardeshir Wadia | 0.10 | 0.05 |

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Sitting Fees to Non-Executive Directors | | |
| Mr. Saroj Kumar Poddar | 0.03 | 0.03 |
| Mr. Pradeep Jyoti Banerjee | 0.03 | 0.02 |
| Mr. Nimesh Nagindas Kampani | 0.03 | 0.04 |
| Mr. Vivek Mehra | 0.05 | 0.05 |
| Mrs. Rita Menon | 0.01 | - |
| Mr. Chandra Shekhar Nopany | 0.03 | 0.04 |
| Ms. Radha Singh | 0.06 | 0.07 |
| Mr. Marco Philippus Ardeshir Wadia | 0.06 | 0.06 |

* The liabilities for the gratuity, leave, post retirement medical benefits, long service award scheme and settlement allowance are provided on an actuarial basis and determined for the Parent Company as a whole rather than for each of the individual employees. Accordingly, the said liabilities cannot be ascertained separately for Managing Director, Joint Managing Director, Chief Financial Officer and Company Secretary, hence not included, except for the amount actually paid.

III Outstanding Balances from Related Parties

(A) Joint Venture

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------------|-------------------------|-------------------------|
| Other Current Financial Assets | | |
| Indo Maroc Phosphore, S.A. - IMACID | - | 0.05 |
| Total | - | 0.05 |

(B) Post Employment Benefit Plans

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Other Current Liabilities | | |
| CFCL Employees' Provident Fund | 0.41 | 0.38 |
| Chambal Fertilisers and Chemicals Limited Senior Staff Superannuation Fund | 0.05 | 0.05 |
| India Steamship Staff Provident Fund | 0.00 | 0.00 |
| Total | 0.46 | 0.43 |

(C) Key Management Personnel

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------------|-------------------------|-------------------------|
| Other Financial Liabilities | | |
| Mr. Anil Kapoor | - | 0.00 |
| Other Current Liabilities | | |
| Mr. Saroj Kumar Poddar | 0.09 | 0.05 |
| Mr. Pradeep Jyoti Banerjee | 0.09 | 0.02 |
| Mr. Nimesh Nagindas Kampani | 0.04 | 0.05 |
| Mr. Vivek Mehra | 0.09 | 0.05 |
| Mrs. Rita Menon | 0.05 | - |
| Mr. Chandra Shekhar Nopany | 0.09 | 0.05 |
| Ms. Radha Singh | 0.09 | 0.05 |
| Mr. Marco Philippus Ardeshir Wadia | 0.09 | 0.05 |

Note 1: Transactions and balances with the Subsidiaries and Joint Venture to the extent eliminated on consolidation are not included.

Note 2: Outstanding balances are unsecured and their settlement occurs in cash. Further, no loss allowances were made against such balances.

Key Management Personnel interests in the Employees Stock Option Scheme, 2010 (ESOS)

Details of Stock Options held by Key Management Personnel under the ESOS to purchase equity shares of the Parent Company are as follows:

| Key Management Personnel | Grant date | Expiry Period (Financial Year) | Exercise Price (in Rs.) | As at March 31, 2021 Number of Stock Options Outstanding and Exercisable | As at March 31, 2020 Number of Stock Options Outstanding and Exercisable |
|--------------------------|--------------------|--------------------------------|-------------------------|--|--|
| Mr. Anil Kapoor | September 16, 2010 | 2022-2023 to 2023-2024 | 73.50 | 39,000 | 70,000 |
| Mr. Abhay Bajjal | September 16, 2010 | 2023-2024 | 73.50 | 5,000 | 67,000 |
| Mr. Rajveer Singh | September 16, 2010 | 2022-2023 to 2023-2024 | 73.50 | 30,000 | 42,000 |
| Total | | | | 74,000 | 1,79,000 |

Each stock option entitles the holder to acquire 1 equity share of Rs.10

32. Gratuity and Other Post-Employment Benefit Plans:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Gratuity Plan - (Liability) | (13.05) | (10.30) |
| Provident Fund - Asset * | 9.47 | 5.44 |
| Post Retirement Medical Benefits Plan - (Liability) | (5.04) | (5.08) |

* Plan asset of Rs. 9.47 Crore (Previous year: Rs. 5.44 Crore) has not been recognised in the financial statements, as the surplus of the trust, is distributable among the beneficiaries of the provident fund trust.

a) Gratuity

The Parent Company has a defined benefit gratuity plan. Benefit is being paid as under-

- (i) (A) In case of retirement or death while in service, the gratuity will be payable as under:
 - i) Completed continuous service of 5 years and above upto 20 years – gratuity equivalent to 15 days last drawn salary for each completed year of service.
 - ii) Completed continuous service of above 20 years – gratuity equivalent to 15 days last drawn salary for first 20 years and 20 days last drawn salary for each completed year of service after 20 years.
- (B) In case of resignation or termination, where the employee has completed 5 years of continuous service with the Parent Company, gratuity equivalent to 15 days last drawn salary for each completed year of service shall be payable.

The Scheme is funded with insurance company in the form of a qualifying insurance policy. The fund has the form of a trust and it is governed by the Board of Trustees.
- (ii) In case of erstwhile Shipping Division of the Parent Company, the Parent Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 to 30 days last drawn salary for each completed year of service. The Scheme is funded with insurance company in the form of qualifying insurance policy except in the case of crew employees of the division. The fund has the form of a trust and it is governed by the Board of Trustees.
- (iii) In case of Software subsidiaries of the Group, a subsidiary has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 days last drawn salary for each completed year of service. Gratuity is applicable only to employees drawing a salary in Indian rupees and there are no other defined benefit gratuity plans.

b) Post Retirement Medical Benefit Plan

The Parent Company has post retirement medical benefit schemes in the nature of defined benefit plan which is unfunded.

c) Provident Fund

The Parent Company has set up provident fund trusts, which are managed by the Trustees. Provident funds set up by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The actuarial valuation of Provident Fund was carried out in accordance with the guidance note issued by Actuarial Society of India for measurement of provident fund liabilities and there is no shortfall as at March 31, 2021.

The Boards of Trustees of Gratuity Trust and Provident Fund Trust of the Parent Company are responsible for the administration of the respective plan assets of Parent Company and for the definition of the investment strategy. The Board of Trustees reviews the level of funding and investment and such a review includes the asset-liability matching strategy and investment risk management policy.

The Board of Trustees decides the contribution based on the results of the review. Generally, they aim to have a portfolio mix of equity instruments and debt instruments. Investments of Provident Fund Trust is being governed by the rules issued by the Ministry of Labour, Government of India for Employee Provident Fund exempted establishment.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Changes in the Defined Benefit Obligation and Fair Value of Plan Assets as at March 31, 2021: (Rs. in Crore)

| Particulars | As at April 01, 2020 | Service Cost | Net Interest Expense | Sub-total included in Profit or Loss | Benefits Paid | Return on Plan Assets(excluding amounts included in net interest expense) | Actuarial Changes arising from changes in Demographic Assumptions | Actuarial changes arising from changes in Financial Assumptions | Experience Adjustments | Subtotal included in OCI | Settlement/ Transfer In | Contributions by Employer | Effects of Exchange Rate Changes | As at March 31, 2021 |
|---|----------------------|--------------|----------------------|--------------------------------------|---------------|---|---|---|------------------------|--------------------------|-------------------------|---------------------------|----------------------------------|----------------------|
| | | | | | | | | | | | | | | |
| (A) Gratuity Plan: | | | | | | | | | | | | | | |
| Defined Benefit Obligation | (38.36) | (2.63) | (2.59) | (5.22) | 2.39 | - | - | - | (0.96) | (0.96) | 0.37 | - | 0.00 | (41.78) |
| Fair Value of Plan Assets | 28.06 | - | 1.91 | 1.91 | (2.37) | (0.00) | - | - | - | (0.00) | (0.37) | 1.50 | 0.00 | 28.73 |
| Benefit (Liability) | (10.30) | | | (3.31) | 0.02 | | | | | (0.96) | - | 1.50 | 0.00 | (13.05) |
| (B) Post Retirement Medical Benefits Plan: | | | | | | | | | | | | | | |
| Defined Benefit Obligation | (5.08) | (0.18) | (0.35) | (0.53) | 0.14 | - | - | - | 0.43 | 0.43 | - | - | - | (5.04) |
| Fair Value of Plan Assets | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Benefit (Liability) | (5.08) | | | (0.53) | 0.14 | | | | | 0.43 | - | - | - | (5.04) |

Changes in the Defined Benefit Obligation and Fair Value of Plan Assets as at March 31, 2020: (Rs. in Crore)

| Particulars | As at April 01, 2019 | Service Cost | Net Interest Expense | Sub-total included in Profit or Loss* | Benefits Paid | Return on Plan Assets(excluding amounts included in net interest expense) | Actuarial Changes arising from changes in Demographic Assumptions | Actuarial changes arising from changes in Financial Assumptions | Experience Adjustments | Subtotal included in OCI | Settlement/ Transfer In | Contributions by Employer | Effects of Exchange Rate Changes | As at March 31, 2020 |
|---|----------------------|--------------|----------------------|---------------------------------------|---------------|---|---|---|------------------------|--------------------------|-------------------------|---------------------------|----------------------------------|----------------------|
| | | | | | | | | | | | | | | |
| (A) Gratuity Plan: * | | | | | | | | | | | | | | |
| Defined Benefit Obligation | (35.37) | (2.37) | (2.56) | (4.93) | 4.48 | - | - | - | (2.51) | (2.51) | - | - | (0.03) | (38.36) |
| Fair Value of Plan Assets | 28.53 | - | 2.17 | 2.17 | (4.11) | 0.98 | - | - | (0.05) | 0.93 | - | 0.47 | 0.07 | 28.06 |
| Benefit (Liability) | (6.84) | | | (2.76) | 0.37 | | | | | (1.58) | - | 0.47 | 0.04 | (10.30) |
| (B) Post Retirement Medical Benefits Plan: | | | | | | | | | | | | | | |
| Defined Benefit Obligation | (4.19) | (0.19) | (0.32) | (0.51) | 0.11 | - | - | - | (0.49) | (0.49) | - | - | - | (5.08) |
| Fair Value of Plan Assets | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Benefit (Liability) | (4.19) | | | (0.51) | 0.11 | | | | | (0.49) | - | - | - | (5.08) |

*(Rs.0.04) Crore included in Discontinued Operations in the Consolidated Profit and Loss in respect of Software Business of CFCL Ventures Limited and its subsidiaries (refer note 46(A))

Provident Fund:

Changes in the Defined Benefit obligation and Fair Value of Plan Assets as at March 31, 2021 and March 31, 2020:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | | | As at March 31, 2020 | | |
|--|----------------------------|---------------------------|-------------------|----------------------------|---------------------------|-------------------|
| | Defined benefit obligation | Fair value of plan assets | Net Benefit Asset | Defined benefit obligation | Fair value of plan assets | Net Benefit Asset |
| Opening Balance | (152.58) | 158.02 | 5.44 | (143.39) | 146.10 | 2.71 |
| Service Cost | (4.96) | - | (4.96) | (4.42) | - | (4.42) |
| Net Interest Expense | (13.27) | 0.37 | (12.90) | (11.10) | 0.28 | (10.82) |
| Benefits Paid | 5.07 | (5.07) | - | 17.79 | (17.79) | - |
| Return on Plan Assets (excluding amounts included in Net Interest Expense) | - | 17.00 | 17.00 | - | 14.38 | 14.38 |
| Actuarial Changes arising from changes in Financial Assumptions | - | - | - | - | - | - |
| Experience Adjustments | (0.07) | - | (0.07) | (0.83) | - | (0.83) |
| Settlement / Transfer In | 0.29 | (0.29) | - | (0.21) | 0.21 | - |
| Contributions by Plan Participant / Employees | (11.33) | 11.33 | - | (10.42) | 10.42 | - |
| Contributions by Employer | - | 4.96 | 4.96 | - | 4.42 | 4.42 |
| Closing Balance | (176.85) | 186.32 | 9.47 | (152.58) | 158.02 | 5.44 |

The Group expects to contribute Rs. 3.28 Crore (Previous Year : Rs. 2.94 Crore) and Rs.6.06 Crore (Previous Year : Rs. 6.03 Crore) to gratuity trust and provident fund respectively in the next financial year.

The principal assumptions used in determining gratuity, provident fund and post-employment medical benefit obligations for the Group's plans are shown below:

| Particulars | As at | As at |
|--|----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| | % | % |
| Discount Rate: | | |
| Gratuity Plan | 3.10 to 6.92 | 5.10 to 6.92 |
| Provident Fund | 6.92 | 6.92 |
| Post Retirement Medical Benefits | 6.92 | 6.92 |
| Future Salary Increase: | | |
| Gratuity Plan | 7.00 to 7.50 | 7.00 to 7.50 |
| Medical Cost Escalation Rate: | | |
| Post Retirement Medical Benefits Cost Increase | 3.00 | 3.00 |
| Life Expectation for: | | |
| Post Retirement Medical Benefits | | |
| Male | 17.31 | 17.31 |
| Female | 21.67 | 21.67 |

A quantitative sensitivity analysis for significant assumptions as at March 31, 2021 is shown below:

Gratuity Plan of the Group:

| Particulars | Year ended March 31, 2021 | | | |
|---|---------------------------|----------------|------------------------|----------------|
| | Discount Rate | | Future Salary Increase | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Impact on Defined benefit Obligation (Rs. in Crore) | (1.68) | 1.69 | 1.71 | (1.69) |

Provident Fund of the Parent Company:

| Particulars | Year ended March 31, 2021 | |
|---|---------------------------|----------------|
| | Discount Rate | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (0.02) | 0.02 |

Post Retirement Medical Benefits Plan of the Parent Company:

| Particulars | Year ended March 31, 2021 | | | |
|---|---------------------------|----------------|------------------------------|----------------|
| | Discount Rate | | Medical Cost Escalation Rate | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Impact on Defined benefit Obligation (Rs. in Crore) | (0.33) | 0.34 | 0.34 | (0.33) |

A quantitative sensitivity analysis for significant assumptions as at March 31, 2020 is shown below:

Gratuity Plan for the Group:

| Particulars | Year ended March 31, 2020 | | | |
|---|---------------------------|----------------|------------------------|----------------|
| | Discount Rate | | Future Salary Increase | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (1.53) | 1.54 | 1.55 | (1.54) |

Provident Fund of the Parent Company:

| Particulars | Year ended March 31, 2020 | |
|--|---------------------------|----------------|
| | Discount Rate | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (0.02) | 0.02 |

Post Retirement Medical Benefits Plan for the Parent Company:

| Particulars | Year ended March 31, 2020 | | | |
|--|---------------------------|----------------|------------------------------|----------------|
| | Discount Rate | | Medical Cost Escalation Rate | |
| Sensitivity Level | 0.50% Increase | 0.50% Decrease | 0.50% Increase | 0.50% Decrease |
| Impact on Defined Benefit Obligation (Rs. in Crore) | (0.33) | 0.35 | 0.34 | (0.33) |

Sensitivities due to mortality and withdrawals are not material and hence impact of change is not calculated. Sensitivities as to rate of inflation, rate of increase of pension payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 14.24 years (Previous Year : 14.17 years).

Investment Pattern in Plan Assets:

| Particulars | Gratuity | | Provident Fund | |
|---|----------|---------|----------------|---------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| Investments with insurers/ Government securities/ Equity shares/ Equity oriented mutual funds (%) | 100% | 100% | 100% | 100% |

Maturity Profile of Defined Benefit Obligation:

(Rs. in Crore)

| Particulars | Within the next 12 months | Between 2 and 5 years | Between 5 and 10 years | Beyond 10 Years |
|---------------------------------------|---------------------------|-----------------------|------------------------|-----------------|
| As at March 31, 2021 | | | | |
| Gratuity Fund | 5.09 | 10.25 | 13.21 | 13.23 |
| Provident Fund | 36.04 | 38.13 | 64.19 | 38.49 |
| Post Retirement Medical Benefits Plan | 0.15 | 0.88 | 1.19 | 2.82 |
| As at March 31, 2020 | | | | |
| Gratuity Fund | 5.13 | 7.80 | 11.18 | 14.25 |
| Provident Fund | 16.75 | 38.93 | 37.36 | 59.54 |
| Post Retirement Medical Benefits Plan | 0.17 | 0.98 | 1.19 | 2.74 |

Contribution to Defined Contribution Plans :

(Rs. in Crore)

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|---------------------------|---------------------------|
| Pension Fund | 1.50 | 1.51 |
| Superannuation Fund | 0.69 | 0.82 |
| National Pension System | 1.66 | 0.84 |
| Employers' Contribution to Employees' State Insurance Corporation | 0.01 | 0.03 |

33. Rights, Preference and Restrictions attached to Redeemable Preference Shares and Details about Share Warrants

Preference shareholders carry voting rights on an as converted basis with ordinary shareholders, except for key governance protections outlined in the Articles of Association of CFCL Ventures Limited (CVL), a subsidiary of the Parent Company, in which case each class votes separately on an as converted basis as per the terms of the preference shareholders agreement. Further, preference shareholders carry preferential dividend rights over ordinary shares if declared by the Board of Directors and priority over ordinary shares in the event of any liquidation, dissolution or winding up of the affairs of CVL.

Within ninety (90) days after the receipt of a written request from members holding not less than a majority of the then outstanding preference shares, voting together on an as converted basis, that all preference shares be redeemed (such date within such ninety (90) days period being the "Redemption Date") and concurrently with the surrender by the holders of outstanding preference shares of the certificates representing such preference shares, CVL shall, to the extent it may lawfully do so, redeem all of the then outstanding preference shares by paying an amount in cash per preference share to be redeemed equal to the greater of (i) the original purchase price per share (subject to adjustment for any Recapitalizations) and (ii) the fair market value of such preference share as of the Redemption Date, as determined by an independent third-party investment bank or similar financial service provider agreed to by CVL and the holders of at least a majority of the preference shares then outstanding, voting together on an as-converted basis.

If, on the Redemption Date, the funds of CVL legally available for redemption of preference shares are insufficient to redeem all outstanding preference shares, those funds that are legally available will be used to make payment to the holders of preference shares on a pro-rata basis in proportion to the number of preference shares then held by such members. Any preference shares not redeemed shall remain outstanding and shall be entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of CVL are legally available for the redemption of the preference shares, such funds will immediately be used to redeem the balance of the preference shares not redeemed on the Redemption Date in the manner and in the order set forth in the preceding sentence.

Each holder of Preference Shares shall be entitled to convert any or all of its Preference Shares, at any time, without the payment of any additional consideration, into such number of fully paid Ordinary Shares as is determined by multiplying the number of Preference Shares by a fraction (such fraction being the "Conversion Ratio") determined by dividing the Original Purchase Price by the Conversion Price determined in each case, in effect at the time of conversion. Any conversion of Preference Shares made pursuant to these Articles shall be effected by the redemption of the relevant number of Preference Shares and the issuance of an appropriate number of Ordinary Shares.

Share Warrants

The subsidiary of the Parent Company, CFCL Ventures Limited is having below share warrants:

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|----------------------------|-------------------------|---------------|-------------------------|---------------|
| | Exercise price (USD) | No. of shares | Exercise price (USD) | No. of shares |
| Ordinary shares | 0.01 | 93,450 | 0.01 | 93,450 |
| Series G Preference shares | 0.01 | 35,210 | 0.01 | 35,210 |
| Series H Preference shares | 4.62 | 6,30,433 | 4.62 | 6,43,886 |
| Series H Preference shares | 0.01 | 14,46,419 | 0.01 | 18,78,055 |
| Series I Preference shares | 0.01 | 16,13,333 | 0.01 | 18,93,333 |

None of the warrants have been exercised by the warrant holders of the CFCL Ventures Limited.

34. Subsidies

- (a) Nitrogenous Fertilizers are under the Concession Scheme as per the New Pricing Scheme (NPS) – Stage III, Modified NPS III, New Urea Policy 2015 for Gadepan-I and Gadepan-II Plants and New Investment Policy 2012 (amended) for Gadepan-III Plant. The freight subsidy is as per the Uniform Freight Policy. The concession price and freight has been accounted for on the basis of notified prices, further adjusted for input price escalation/ de-escalation and as estimated by the management based on the prescribed norms in line with known policies parameters.

Contribution from sale of surplus ammonia has been accounted for in accordance with the known policy parameters.

Current year's subsidy income of Urea has been reduced by Rs.10.38 Crore (Previous Year: Rs. 47.04 Crore) being the subsidy income, pertaining to earlier years, but determined during the year.

- (b) Subsidy on Phosphatic and Potassic (P&K) fertilizers has been accounted for as per the concession rates based on Nutrient Based Subsidy Policy notified by the Government of India and Freight subsidy has been accounted for in line with the policy.
- (c) Subsidy on City Compost, if any, has been accounted as notified by the Government of India.

35. Leases

- Parent Company

This note provides information for the leases where the Parent Company is a lessee. The Parent Company leases various offices and lease periods are generally fixed ranging from two months to nine years, but may have extension options.

Measurement of Right-of-Use Assets:

Right-of-Use Assets has been recognised using modified retrospective approach with lease liabilities recognised with equivalent amount. During the Previous Year, the Company had adopted Ind AS 116 "Leases" for all lease contracts existing as on April 01, 2019. Further, the effect of the adoption was not material to these Financial Statements in previous year.

Amounts recognised in the Consolidated Statement of Profit and Loss relating to Leases

(Rs. in Crore)

| Particulars | For the Year Ended March 31, 2021 | For the Year Ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Depreciation charge for Right-of-Use Assets | 5.31 | 5.35 |
| Interest expense (included in Finance Costs) | 1.45 | 1.76 |
| Expense relating to short term leases (included in Other Expenses) | 10.09 | 22.85 |
| Expense relating to leases of low - value assets that are not shown above as short term leases (included in Other Expenses) | - | - |
| Expense relating to variable lease payments not included in Lease Liabilities | - | - |

Amount recognised in the Statement of Consolidated Cash Flows

(Rs. in Crore)

| Particulars | For the Year Ended March 31, 2021 | For the Year Ended March 31, 2020 |
|-------------------------------|--------------------------------------|--------------------------------------|
| Total cash outflow for leases | 6.34 | 6.34 |

Additions / Net Book Value pertaining to the Right-of-Use Assets are as follows:

Property, Plant and Equipment comprises owned and leased assets that do not meet the definition of investment property.

(Rs. in Crore)

| Particulars | Financial Year - 2020-21 | Financial Year - 2019-20 |
|---|-----------------------------|-----------------------------|
| Property, Plant and Equipment comprises: | | |
| Right-of-Use Assets - Additions during the year | 1.43 | 25.80 |
| Right-of-Use Assets - Net Book Value | 16.57 | 20.45 |

Maturity analysis of Lease Liabilities

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Payable within one year | 5.15 | 4.77 |
| Payable after one year but not more than five years | 12.41 | 16.13 |
| Payable after more than five years | 0.19 | 0.32 |
| Total undiscounted Lease Liabilities | 17.75 | 21.22 |
| Lease liabilities included in the Consolidated Balance Sheet | 17.75 | 21.22 |
| Non-Current | 12.60 | 16.45 |
| Current | 5.15 | 4.77 |

Reconciliation of Operating Lease Commitments as at March 31, 2019 with the Lease Liabilities recognized in the Consolidated Balance Sheet as at April 01, 2019:

(Rs. in Crore)

| Particulars | Amount |
|--|--------------|
| Operating Lease Commitment as at March 31, 2019 | 45.37 |
| Lease Commitment related to Discontinued Operations of subsidiary | (15.66) |
| Operating Lease Commitment as at March 31, 2019 | 29.71 |
| Discounted using the incremental borrowing rate as at April 01, 2019 | 25.33 |
| Recognition exemption on account of short term leases | (0.27) |
| Lease Liabilities recognised as at April 01, 2019 | 25.06 |

The Group has discounted lease payments using the applicable incremental borrowing rate as of 4.98% (Previous Year: 7.56%) for measuring the Lease Liabilities.

-Subsidiary Company

Assets given on Lease

The Group has leased out one of its office premises under non cancellable operating lease arrangements for a term of 52 months, which expired during the previous year. However due to novation of all the lease agreements there were no future lease payments pending as at March 31, 2020. Rental income for such operating leases recognized in the Discontinued Operations in the Consolidated Statement of Profit and Loss in respect of Software Business of the CFCL Ventures Limited for the year ended March 31, 2020 was Rs. 0.23 Crore. (Refer note 46(A)).

36. Share Based Payments

Employees Stock Option Scheme (ESOS)

The shareholders of the Parent Company had approved CFCL Employees Stock Option Scheme, 2010 on August 27, 2010 which was amended by the shareholders on September 13, 2013. Consequent upon promulgation of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("ESOP Regulations"), the shareholders of the Parent Company had approved the revised CFCL Employees Stock Option Scheme, 2010 (ESOS) on September 15, 2015 in compliance with the ESOP Regulations. As per ESOS, 4,162,000 Stock Options can be issued to Whole-time Director/ Managing Director and other specified categories of employees of the Parent Company. The options are to be granted at market price. As per ESOP Regulations, the market price is taken as the closing price on the day preceding the date of grant of options, on the stock exchange where the trading volume is the highest. Each option, upon vesting, shall entitle the holder to acquire 1 equity share of Rs.10.

Details of the scheme are as under:

| Particulars | Tranche 1 | Tranche 2 | Tranche 3 | Tranche 4 | Tranche 5 |
|--------------------------------------|---|---|---|---|---|
| Date of Grant | 16-Sep-2010 | 22-Jan-2011 | 10-May-2011 | 17-Oct-2011 | 11-May-2012 |
| Number of Options Granted | 28,50,000 | 3,00,000 | 2,20,000 | 1,00,000 | 2,70,000 |
| Method of Settlement (Cash / Equity) | Equity | Equity | Equity | Equity | Equity |
| Exercise Period* | 8 years from the date of vesting | 8 years from the date of vesting | 8 years from the date of vesting | 8 years from the date of vesting | 8 years from the date of vesting |
| Vesting Conditions | Continued employment and individual performance | Continued employment and individual performance | Continued employment and individual performance | Continued employment and individual performance | Continued employment and individual performance |

* In case of death / superannuation of the employee, 3 years from the date of death / superannuation or expiry of exercise period, whichever is earlier.

Vesting Schedule :

| Vesting Date | All tranches |
|--------------------------------|--------------|
| 1 year from the date of grant | 15% |
| 2 years from the date of grant | 15% |
| 3 years from the date of grant | 20% |
| 4 years from the date of grant | 25% |
| 5 years from the date of grant | 25% |

Movement in options have been summarized below :

| Particulars | 2020-21 | 2019-20 |
|--|-----------------------|-----------------------|
| | No. of options | No. of options |
| Outstanding at the beginning of the year | 9,18,500 | 13,35,900 |
| Granted during the year | - | - |
| Forfeited during the year | - | - |
| Exercised during the year | 3,37,500 | 4,17,400 |
| Expired during the year | - | - |
| Outstanding at the end of the year | 5,81,000 | 9,18,500 |
| Exercisable at the end of the year | 5,81,000 | 9,18,500 |
| Weighted average remaining contractual life (in years) | 1.26 | 0.07 |
| Weighted average Exercise price (in Rs.) | 74.76 | 74.76 |

The details of Exercise Price of Stock Options Outstanding as at March 31, 2021 are as under:

| Tranche | Weighted Average Fair Value of Options (in Rs.) | Range of Exercise Price (in Rs.) | Number of Options Outstanding | Weighted Average remaining Contractual Life of Options (in years) | Weighted Average Exercise Price (in Rs.) |
|---------|---|----------------------------------|-------------------------------|---|--|
| 1 | 31.38 | 73.50 | 4,72,500 | 1.10 | 73.50 |
| 2 | 32.86 | 76.85 | 49,500 | 1.32 | 76.85 |
| 3 | 38.44 | 82.90 | 15,000 | 1.53 | 82.90 |
| 4 | 45.06 | 101.10 | 23,000 | 1.92 | 101.10 |
| 5 | 34.97 | 69.40 | 21,000 | 2.41 | 69.40 |

The details of Exercise Price of Stock Options Outstanding as at March 31, 2020 are as under:

| Tranche | Weighted Average Fair Value of Options (in Rs.) | Range of Exercise Price (in Rs.) | Number of Options Outstanding | Weighted Average remaining Contractual Life of Options (in years) | Weighted Average Exercise Price (in Rs.) |
|---------|---|----------------------------------|-------------------------------|---|--|
| 1 | 31.38 | 73.50 | 7,89,500 | 0.00 | 73.50 |
| 2 | 32.86 | 76.85 | 62,000 | 0.09 | 76.85 |
| 3 | 38.44 | 82.90 | 23,000 | 0.16 | 82.90 |
| 4 | 45.06 | 101.10 | 23,000 | 0.29 | 101.10 |
| 5 | 34.97 | 69.40 | 21,000 | 0.58 | 69.40 |

Stock Options Granted

The weighted average fair value of stock options granted is Rs.32.54 per option (Previous Year Rs. 32.54 per option). The Black Scholes Valuation Model has been used for computing the weighted average fair value considering the following inputs :

As at March 31, 2021:-

| Particulars | Tranche 1 | Tranche 2 | Tranche 3 | Tranche 4 | Tranche 5 |
|--|-----------|-----------|-----------|-----------|-----------|
| Weighted Average Share Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Exercise Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Expected Volatility | 37.12% | 37.30% | 37.46% | 38.09% | 37.94% |
| Life of the Options Granted (vesting and exercise period) in years | 1.10 | 1.32 | 1.53 | 1.92 | 2.41 |
| Average Risk-Free Interest rate | 7.71% | 7.72% | 7.73% | 7.76% | 7.79% |
| Expected Dividend Yield | 3.45% | 3.45% | 3.45% | 3.45% | 3.45% |

As at March 31, 2020:-

| Particulars | Tranche 1 | Tranche 2 | Tranche 3 | Tranche 4 | Tranche 5 |
|--|-----------|-----------|-----------|-----------|-----------|
| Weighted Average Share Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Exercise Price (Rs.) | 73.50 | 76.85 | 82.90 | 101.10 | 69.40 |
| Expected Volatility | 37.12% | 37.30% | 37.46% | 38.09% | 37.94% |
| Life of the Options granted (vesting and exercise period) in years | 0.00 | 0.09 | 0.16 | 0.29 | 0.58 |
| Average Risk-Free Interest rate | 7.71% | 7.72% | 7.73% | 7.76% | 7.79% |
| Expected Dividend Yield | 3.45% | 3.45% | 3.45% | 3.45% | 3.45% |

The expected volatility was determined based on historical volatility data. For calculating volatility, the Parent Company has considered the daily volatility of the stock prices of the Parent Company on National Stock Exchange of India Limited over a period prior to the date of grant, corresponding with the expected life of the options.

In financial year 2010-11, CFCL Employees Welfare Trust ("Trust") was constituted, inter alia, for the purpose of subscribing or acquiring equity shares of the Parent Company from the Parent Company or Secondary market, to hold the shares and to allocate or transfer these shares to eligible employees of the Parent Company from time to time on the terms and conditions specified under the Employees stock option scheme. The Board of Directors at its meeting held on May 08, 2010 had approved grant of

financial assistance upto Rs.30.00 Crore by the Parent Company to Trust in such manner and on such terms as agreed between the trustee(s) of the Trust and Managing Director of the Parent Company for the purpose of subscribing or acquiring shares of the Parent Company. Trust is holding 5,81,000 equity shares (Previous Year : 9,18,500 equity shares) of the Parent Company which were purchased from the open market.

Subsidiary Company

The Board of Directors of CFCL Technologies Limited (CTL) (merged with CFCL Ventures Limited w.e.f. December 20, 2016) approved the 2007 Share Option Plan ('Plan') administered by compensation committee for granting stock options to certain employees of its subsidiary companies as per Management's discretion. A committee has been constituted to administer the Plan along with the Board and to determine the grant date fair value which would be the exercise price for such options. The fair value of the shares is determined by the management on the date of the grant of the stock options to the employees pursuant to the Plan. The fair valuation has been determined using the Black-Scholes Valuation Model. The stock options vest equally over the period of 48 months and the exercise period is 10 years from the date of grant.

The following table details the Movement of Options under the Plan mentioned above:

| Particulars | For the Year Ended March 31, 2021 | | For the Year Ended March 31, 2020 | |
|--------------------------------------|-----------------------------------|---------------------------------------|-----------------------------------|---------------------------------------|
| | Number | Weighted Average Exercise Price (USD) | Number | Weighted Average Exercise Price (USD) |
| Options Outstanding at the Beginning | 96,500 | 1.09 | 2,01,000 | 1.09 |
| Options Granted | - | - | - | - |
| Option Forfeited | (96,500) | (1.09) | (1,04,500) | - |
| Options Lapsed | - | - | - | - |
| Options Outstanding at the End | - | - | 96,500 | 1.09 |
| Options Exercisable | - | - | 32,167 | - |

There has been no exercise of stock options during the year. The weighted average remaining contractual life for the stock options outstanding as at March 31, 2021 is Nil (Previous Year: 8.67 Years). The weighted average fair value of options granted during the year was Nil (Previous Year: Nil).

The Subsidiary Company measures the fair value of stock options at the grant date using Black Scholes Option Pricing Model taking into account the terms and conditions upon which the share options were granted. The inputs used in the option pricing model are as below:

| | |
|---|----------|
| Fair Value per share | USD 0.04 |
| Exercise Price | USD 1.09 |
| Average Risk-Free Interest Rate | 2.60% |
| Expected Volatility of Share Price | 100% |
| Expected Life of Options Granted (in years) | 6.10 |
| Expected Dividend Yield | Nil |

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

The expense recognised during the year is shown in the following table:

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|---------------------------|---------------------------|
| Expense arising from equity-settled Share-Based Payment Transactions | - | 0.01 |
| Total Expense arising from Share-Based Payment Transactions* | - | 0.01 |

* The amount is recognized in Discontinued Operations in the Consolidated Statement of Profit and Loss, refer note 46(A)

37. Interest in Other Entities:

(A) Interest in Joint Venture

The Group has 33.33% ownership interest in Indo Maroc Phosphore S.A. - IMACID (IMACID), which is engaged in manufacturing of phosphoric acid. IMACID is registered in Morocco. The Group's interest in IMACID is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint venture, based on its financial information and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised Balance Sheet:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Current Assets, including Cash and Cash Equivalents- Rs.374.88 Crore (Previous Year : Rs.178.91 Crore) | 1,127.67 | 761.75 |
| Non-Current Assets | 303.64 | 240.75 |
| Current Liabilities, including Trade Payables- Rs.420.03 Crore (Previous Year : Rs.188.33 Crore) | 480.11 | 199.62 |
| Non-Current Liabilities | 56.26 | 151.46 |
| Equity | 894.94 | 651.42 |
| Proportion of the Group's Ownership | 33.33% | 33.33% |
| Carrying amount of the Investment | 298.31 | 217.14 |

Reconciliation of Carrying amount of the Investment in Joint Venture

(Rs. in Crore)

| Particulars | Amount |
|---|---------------|
| Carrying amount of the Investment as on March 31, 2020 | 217.14 |
| Less: Dividend Received from Joint Venture during the year | 25.48 |
| Add: Share of Profit of Joint Venture for the year | 89.45 |
| Add: Exchange Differences on Translation for the year | 17.20 |
| Carrying amount of the Investment as on March 31, 2021 | 298.31 |

Summarised Statement of Profit and Loss of the Joint Venture :

(Rs. in Crore)

| Particulars | For the Financial Year Ended March 31, 2021 | For the Financial Year Ended March 31, 2020 |
|--|--|--|
| Income | | |
| Revenue | 2,097.22 | 1,425.00 |
| Other Income | 4.24 | 31.40 |
| Total Revenue | 2,101.46 | 1,456.40 |
| Expenses: | | |
| Cost of Materials Consumed | 1,220.40 | 953.08 |
| Changes in Inventories of Work-in-Process and Finished Goods | 19.82 | (43.39) |
| Employee Benefits Expense | 53.61 | 55.00 |
| Finance Costs | 50.17 | 2.78 |
| Depreciation and Amortisation Expenses | 56.30 | 51.04 |
| Other Expenses | 379.28 | 401.03 |
| Total Expenses | 1,779.58 | 1,419.54 |
| Profit Before Exceptional items and Tax | 321.88 | 36.86 |
| Exceptional Items (Income) | (0.37) | - |
| Profit Before Tax | 322.25 | 36.86 |
| Tax Expense: | | |
| Current Tax | 56.76 | 27.82 |
| Deferred Tax | (2.87) | - |
| Profit for the Year | 268.36 | 9.04 |
| Group's Share of Profit for the Year | 89.45 | 3.01 |
| Dividend received from Joint Venture | 25.48 | 71.80 |

The Group has no contingent liabilities or capital commitments relating to its interest in IMACID as at March 31, 2021 and March 31, 2020. The joint venture has no other contingent liabilities as at March 31, 2021 and March 31, 2020. The joint venture has capital commitment of Rs. 4.54 Crore as at March 31, 2021 (Previous Year : Rs. 15.37 Crore).

The consolidated financial statement includes group's share of net profit.

(B) Non- Controlling Interest (NCI)

Financial information of a subsidiary company that has material non-controlling interest is provided below:

Proportion of equity interest held by Non-Controlling Interest:

| Particulars | Country of incorporation and operations | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------|---|----------------------|----------------------|
| CFCL Ventures Limited | Cayman Islands | 27.73% | 27.73% |

Information regarding Non-Controlling Interest (Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Accumulated balances of material Non-Controlling Interest | | |
| CFCL Ventures Limited | (13.04) | (108.22) |
| Profit / (Loss) allocated to material Non-Controlling Interest: | | |
| CFCL Ventures Limited | 92.83 | (0.63) |

The summarised financial information of aforesaid subsidiary is provided below. This information is based on amounts before inter-company eliminations.

Summarised Statement of Profit and Loss: (Rs. in Crore)

| Particulars | For the Financial Year Ended March 31, 2021 | For the Financial Year Ended March 31, 2020 |
|---|---|---|
| Income | | |
| Revenue | - | 55.47 |
| Other Income | 3.22 | 25.16 |
| Total Revenue | 3.22 | 80.63 |
| Expenses: | | |
| Employee Benefits Expense | 1.01 | 27.61 |
| Finance Costs | 1.79 | 8.37 |
| Depreciation and Amortisation Expenses | - | 15.35 |
| Other Expenses | 3.60 | 29.23 |
| Total Expenses | 6.40 | 80.56 |
| Profit / (Loss) Before Tax and Exceptional Items | (3.18) | 0.07 |
| Exceptional Items (Income) | (337.89) | - |
| Profit / (Loss) Before Tax | 334.71 | 0.07 |
| Tax Expense: | | |
| Current Tax | - | 1.20 |
| Deferred Tax Charge | - | 1.13 |
| Income Tax Expense | - | 2.33 |
| Profit / (Loss) after tax | 334.71 | (2.26) |
| Other Comprehensive Income (Net of Income Tax) | 0.25 | (1.18) |
| Total Comprehensive Income | 334.96 | (3.44) |
| Profit / (Loss) allocated to Non-Controlling Interest | 92.83 | (0.63) |
| Other Comprehensive Income allocated to Non-Controlling Interest | 2.35 | (9.61) |
| Total comprehensive income allocated to Non-Controlling Interest | 95.18 | (10.24) |

Summarised Balance Sheet:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Financial Assets and Other Current Assets (Current) | 11.48 | 23.24 |
| Other Non-Current Assets (Non-Current) | 8.68 | 10.42 |
| Borrowings, Trade and Other Payables (Current) | 5.80 | 76.35 |
| Interest-bearing Borrowings and Other Non-Current Liabilities (Non-Current) | 780.42 | 1,091.64 |
| Total Equity | (766.06) | (1,134.33) |
| Attributable to: | | |
| Non-Controlling Interest | (13.04) | (108.22) |

Summarised Cash Flow Information:

(Rs. in Crore)

| Particulars | For the Financial Year Ended March 31, 2021 | For the Financial Year Ended March 31, 2020 |
|---|---|---|
| Operating Activities | (6.47) | (34.17) |
| Investing Activities | 0.02 | 101.07 |
| Financing Activities | (3.63) | (68.68) |
| Net (Decrease) / Increase in Cash and Cash Equivalents | (10.08) | (1.78) |

38. Figures pertaining to the subsidiaries have been re-classified wherever considered necessary to bring them in line with the Parent Company's financial statements.

39. Fair Values

The management assessed that fair value of financial assets and liabilities approximates their carrying amount.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- (i) Derivative financial instruments - The fair value of foreign exchange forward contracts is determined using the foreign exchange spot and forward rates at the balance sheet date. The fair value of Interest rate swap contracts is determined using the Black Scholes Valuation Model. The derivatives are entered into with the banks / counterparties with investment grade credit ratings.
- (ii) Long Term Security Deposits / Employee Loans - The fair value of security deposits / employee loans approximates the carrying value and hence, the valuation technique and inputs have not been given.
- (iii) Floating Rate borrowings / Finance Lease Obligation/Lease Liabilities - The fair values of the Parent Company's interest bearing borrowings are determined by using discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2021 was assessed to be insignificant.
- (iv) The carrying amount of bank deposits, trade receivables, cash and cash equivalents, investment at amortised cost, other current financial assets, trade payables, fixed rate borrowings and other current financial liabilities are considered to be the same as their fair values, due to their short term nature.
- (v) The fair value of investments carried at fair value through profit and loss is determined using Income, Market Approach and Net Assets Value Method.

40. Fair Value Measurements
(i) Financial instruments by category

(Rs. in Crore)

| Particulars | As at March 31, 2021 | | | As at March 31, 2020 | | |
|-------------------------|----------------------|--------|----------------|----------------------|--------|----------------|
| | FVTPL | FVTOCI | Amortised cost | FVTPL | FVTOCI | Amortised cost |
| Financial Assets | | | | | | |
| Investments | | | | | | |
| -Equity Shares | 0.02 | - | - | 0.02 | - | - |
| -Government Securities | - | - | 0.00 | - | - | 0.00 |
| Employee Loans | - | - | 0.47 | - | - | 0.59 |

(Rs. in Crore)

| Particulars | As at March 31, 2021 | | | As at March 31, 2020 | | |
|-------------------------------------|----------------------|----------|-----------------|----------------------|----------|------------------|
| | FVTPL | FVTOCI | Amortised cost | FVTPL | FVTOCI | Amortised cost |
| Security Deposits | - | - | 8.99 | - | - | 9.48 |
| Trade Receivables | - | - | 1,174.59 | - | - | 5,563.11 |
| Cash and Cash Equivalents | - | - | 887.91 | - | - | 146.13 |
| Bank Balances other than above | - | - | 19.51 | - | - | 21.42 |
| Derivative Financial Assets | - | - | - | 37.70 | - | - |
| Other Current Financial Assets | - | - | 155.97 | - | - | 287.02 |
| Total Financial Assets | 0.02 | - | 2,247.44 | 37.72 | - | 6,027.75 |
| Financial Liabilities | | | | | | |
| Borrowings - Floating Rate | - | - | 3,847.99 | - | - | 4,740.67 |
| Borrowings - Fixed Rate | - | - | - | - | - | 4,933.63 |
| Redeemable Preference Shares | 70.42 | - | - | 417.42 | - | - |
| Trade Payables | - | - | 389.04 | - | - | 541.50 |
| Derivative Financial Liabilities | 15.23 | - | - | 30.53 | - | - |
| Lease Liabilities | - | - | 17.75 | - | - | 21.22 |
| Other Current Financial Liabilities | 0.00 | - | 256.21 | 0.00 | - | 331.02 |
| Total Financial Liabilities | 85.65 | - | 4,510.99 | 447.95 | - | 10,568.04 |

(ii) Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Quantitative Disclosures and Fair Value Measurement Hierarchy for Assets as at March 31, 2021

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair value measurement using | | |
|---|-------------------|-------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Assets measured at fair value: | | | | | |
| Investment in Equity Instruments | 31.03.2021 | 0.02 | - | - | 0.02 |
| Assets for which fair values are disclosed (refer note 39) | | | | | |
| Employee Loans | 31.03.2021 | 0.37 | - | 0.37 | - |
| Security Deposits | 31.03.2021 | 3.30 | - | 3.30 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Quantitative Disclosures and Fair Value Measurement Hierarchy for Liabilities as at March 31, 2021:

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair value measurement using | | |
|--|-------------------|----------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Liabilities measured at fair value | | | | | |
| Derivative Financial Liabilities | 31.03.2021 | 15.23 | - | 15.23 | - |
| Liabilities for which fair values are disclosed (refer note 39) | | | | | |
| Redeemable Preference Shares | 31.03.2021 | 70.42 | - | - | 70.42 |
| Warrants | 31.03.2021 | 0.00 | - | - | 0.00 |
| Borrowings - Floating Rate | 31.03.2021 | 3,847.99 | - | 3,847.99 | - |
| Lease Liabilities | 31.03.2021 | 17.75 | - | 17.75 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Quantitative Disclosures and Fair Value Measurement Hierarchy for Assets as at March 31, 2020:

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair value measurement using | | |
|---|-------------------|-------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Assets measured at fair value: | | | | | |
| Derivative Financial Assets | 31.03.2020 | 37.70 | - | 37.70 | - |
| Investment in Equity Instruments | 31.03.2020 | 0.02 | - | - | 0.02 |
| Assets for which fair values are disclosed (refer note 39) | | | | | |
| Employee Loans | 31.03.2020 | 0.47 | - | 0.47 | - |
| Security Deposits | 31.03.2020 | 3.29 | - | 3.29 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Quantitative Disclosures and Fair Value Measurement Hierarchy for Liabilities as at March 31, 2020:

(Rs. in Crore)

| Particulars | Date of Valuation | Total | Fair value measurement using | | |
|--|-------------------|----------|---------------------------------|-------------------------------|---------------------------------|
| | | | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | | (Level 1) | (Level 2) | (Level 3) |
| Liabilities measured at fair value | | | | | |
| Derivative Financial Liabilities | 31.03.2020 | 30.53 | - | 30.53 | - |
| Liabilities for which fair values are disclosed (refer note 39) | | | | | |
| Redeemable Preference Shares | 31.03.2020 | 417.42 | - | - | 417.42 |
| Borrowings - Floating Rate | 31.03.2020 | 4,740.67 | - | 4,740.67 | - |
| Lease Liabilities | 31.03.2020 | 21.22 | - | 21.22 | - |

There have been no transfers between level 1, level 2 and level 3 fair value hierarchy during the period.

Fair Value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 items:

(Rs.in Crore)

| Particulars | Investment in Bonds |
|--|---------------------|
| As at March 31, 2019 | 24.50 |
| -Additions | - |
| -Deletions | (3.00) |
| -Fair Value Loss on Financial Instrument at Fair Value through Profit or Loss | (21.50) |
| As at March 31, 2020 | - |
| - Additions | - |
| -Deletions | - |
| -Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | - |
| As at March 31, 2021 | - |

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis are shown as below:

| Particulars | Valuation techniques | Significant unobservable inputs | Range (Net assets value) (Rs. in Crore) | Sensitivity of the inputs to fair value |
|----------------------|--|---------------------------------|---|---|
| As at March 31, 2021 | Based on the assessment, investment has been fully impaired, therefore no sensitivity analysis has been performed. | | | |
| As at March 31, 2020 | | | | |

41. The Parent Company is continuously monitoring the situation arising on account of COVID-19 pandemic considering both internal and external factors and taking appropriate measures in this regard. The Parent Company has been able to operate its plants at normal levels.

The Parent Company's production, dispatches, sales and market collections remained unaffected. The Parent Company has made an assessment of its capital and financial resources including liquidity position and ability to service debt and other financing arrangements for next one year. The Parent Company has also assessed the recoverability of the carrying values of its assets such as property, plant and equipment, inventory, trade receivables, investments and other current assets as at March 31, 2021. Based on the aforesaid assessment, the Parent Company has concluded that there is no impact of COVID-19 pandemic on the above.

42. Income Tax Expense

The major components of Income Tax Expense are:

Profit or Loss Section

(Rs.in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| (i) Continuing Operations | | |
| Current Income Tax: | | |
| Current Income Tax Charge | 324.03 | 194.20 |
| Adjustments in respect of Current Income Tax of earlier years | 5.64 | (6.94) |
| Deferred Tax: | | |
| Relating to origination and reversal of temporary differences | 436.68 | 348.60 |
| Less: Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | (61.25) | (343.97) |
| Less: Minimum Alternate Tax (MAT) Credit Entitlement | (93.16) | (90.45) |
| Income Tax Expense reported in the Statement of Profit and Loss for Continuing Operations | 611.94 | 101.44 |
| (ii) Discontinued Operations | | |
| Current Income Tax: | | |
| Current Income Tax Charge | - | 1.20 |
| Deferred Tax: | | |
| Relating to origination and reversal of temporary differences | - | 1.13 |
| Income Tax Expense reported in the Statement of Profit and Loss for Discontinued Operations | - | 2.33 |
| Income Tax Expense reported in the Statement of Profit and Loss (i + ii) | 611.94 | 103.77 |

Other Comprehensive Income (OCI) Section

Tax related to items recognised in OCI:

(Rs.in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Net (Gain) on re-measurement of Defined Benefit Plans | (0.19) | (0.73) |
| Net Loss on Effective Portion of Exchange Difference re-classified to Profit or Loss on Hedging Instruments - Current Tax | 17.24 | 7.08 |
| Net Loss on Effective Portion of Exchange Difference re-classified to Profit or Loss on Hedging Instruments - Deferred Tax | 9.65 | 5.15 |
| Net Loss / (Gain) on Effective Portion of Exchange Difference on Hedging Instruments - Deferred Tax | 54.71 | (146.66) |
| Income Tax Charge / (Credit) to OCI | 81.41 | (135.16) |

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate :

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Accounting Profit Before Tax from Continuing Operations | 2,359.53 | 1,328.06 |
| Profit Before Tax from Discontinued Operations | - | 1.27 |
| Accounting Profit Before Income Tax | 2,359.53 | 1,329.33 |
| At India's statutory Income Tax Rate of 34.944% (Previous Year : 34.944%) | 824.51 | 464.52 |
| Adjustments in respect of Current Income Tax of earlier years | 5.64 | (6.94) |
| | 830.15 | 457.58 |

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Tax effects of amount which are not deductible (taxable) in calculating taxable income- | | |
| Corporate Social Responsibility Expenditure | 6.87 | 3.12 |
| Realisation of Short Term Capital Loss to reduce the Current Tax Expense | (0.39) | (6.29) |
| Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | (61.25) | (343.97) |
| Share of Net Profit of a Joint Venture accounted for using the Equity Method | (31.26) | (1.05) |
| Losses of subsidiary companies for which no deferred tax is recognised | - | 0.02 |
| Tax on Foreign subsidiary companies levied at different tax rates / no tax levied | (116.96) | 1.20 |
| Tax effects of dividend income from subsidiary companies / joint venture, eliminated in the consolidated financial statements | - | (12.55) |
| Deduction for Education Cess | (4.59) | (1.65) |
| Other Non-Deductible Items | (10.63) | 7.36 |
| At the effective income tax rate of 25.94% (Previous Year : 7.81%) | 611.94 | 103.77 |
| Income Tax Expense reported in the Consolidated Statement of Profit and Loss | 611.94 | 103.77 |

Deferred Tax

Deferred Tax relates to the following:

(Rs. in Crore)

| Particulars | Consolidated Balance Sheet | | Consolidated Statement of Profit and Loss | |
|---|----------------------------|-------------------------|---|------------------------------|
| | As at March 31, 2021 | As at March 31, 2020 | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
| Deferred Income Tax Liabilities | | | | |
| Property, Plant and Equipment (including other intangible assets) | 2,106.78 | 2,162.05 | (55.27) | (62.23) |
| Right-of-Use Assets | 1.45 | 1.60 | (0.15) | 1.60 |
| Interest income from Income tax refund, Value Added Tax refund etc. accrued in the books, to be offered to tax in the year of realisation | 0.43 | 0.43 | - | 0.40 |
| Effects of expenditure allowed under Income Tax Act, 1961 but to be charged in the statement of profit and loss in subsequent year. | 4.98 | 8.48 | (3.50) | (18.06) |
| Total Deferred Income Tax Liabilities | 2,113.64 | 2,172.56 | (58.92) | (78.29) |
| Deferred Income Tax Assets | | | | |
| Effects of expenditure debited to Statement of Profit and Loss in the current year/ earlier years but allowable in subsequent year | 0.01 | 0.24 | (0.23) | (0.76) |
| Allowance for Doubtful Debts and Advances | 22.44 | 16.73 | 5.71 | (73.25) |
| Mark to Market Gain on Interest Rate Swaps | 5.32 | 10.67 | (5.35) | 10.67 |
| Leave encashment | 12.27 | 11.65 | 0.62 | 1.15 |
| Gratuity | 3.51 | 2.87 | 0.64 | 0.85 |
| Carry Forward of Losses on account of Deduction under section 35AD of Income Tax Act, 1961 | 988.27 | 1,520.87 | (532.60) | (306.62) |
| Deferred Tax on cash flow hedge | 41.80 | 71.19 | (29.39) | 45.05 |
| Fair Value Loss on Financial Instrument measured at Fair Value through Profit or Loss | 37.01 | 36.39 | 0.62 | 36.39 |
| Re-measurement Loss on Defined Benefit Plans | 1.45 | 1.26 | 0.19 | 0.73 |
| Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | 405.22 | 343.97 | 61.25 | 343.97 |
| MAT Credit Entitlement | 287.43 | 194.27 | 93.16 | 90.45 |
| Deferred Tax Income | | | (346.46) | 226.92 |
| Total Deferred Income Tax Assets | 1,804.73 | 2,210.11 | | |
| Net Deferred Tax Liabilities / (Assets) | 308.91 | (37.55) | | |

Reflected in the Balance Sheet as follows:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Deferred Tax Assets | - | (37.55) |
| Deferred Tax Liabilities | 308.91 | - |
| Net Deferred Tax Liabilities / (Assets) | 308.91 | (37.55) |

Reconciliation of Deferred Tax Liabilities/ Assets (Net):

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Opening Balance | (37.55) | 189.37 |
| Tax Expense during the year recognised in Consolidated Statement of Profit and Loss | 436.68 | 349.73 |
| Tax Expense / (Income) during the year recognised in OCI | 64.18 | (142.24) |
| Tax (Income) on Re-assessment of Deferred Tax in accordance with Taxation Laws (Amendment) Act, 2019 | (61.25) | (343.97) |
| MAT Credit Entitlement | (93.16) | (90.45) |
| MAT Credit Utilisation | 0.01 | 0.01 |
| Closing Balance | 308.91 | (37.55) |

The Group has long term / short term capital losses, to the tune of Rs. 469.54 Crore (Previous Year: Rs. 470.67 Crore) that are available for offsetting for two to four years against future taxable profits (long term / short term) of the Parent Company.

Deferred tax assets have not been recognised in respect of above losses in the financial year 2020-21 as there are no other tax planning opportunities or other evidence of recoverability in the near future.

In respect of ISGN Corporation, a step down subsidiary of the Parent Company, the Group has not recognised deferred tax asset as at year end due to significant tax losses. The management of the step down subsidiary is of the view that, considering the probability of taxable profit against which such unused tax losses or unused tax credits can be utilised, there is uncertainty that sufficient taxable profit will be available against which unused tax losses or unused tax credits can be utilised.

Non-Current / Current Tax Assets are shown as net of provisions of Rs. 758.80 Crore (Previous Year: Rs. 203.18 Crore).

43. Financial Risk Management Objectives and Policies

The Group's principal financial liabilities, other than derivatives, comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations. The Group also holds investments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The senior management oversees the management of these risks. The management of these risks is carried out by the finance department under the approved policies of the Group. The finance department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The management reviews overall risks periodically.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, investments, other receivables, other payables and derivative financial instruments. The sensitivity analysis in the following sections relate to the position as at March 31, 2021 and March 31, 2020.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant.

The analysis exclude the impact of movements in market variables on the carrying values of gratuity and other post retirement obligations, provisions and other non-financial assets and liabilities of foreign operations.

The following assumptions have been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held as at March 31, 2021 and March 31, 2020.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As and when deemed appropriate, the Group enters into Interest rate swap contracts for converting floating rate into fixed rate.

Interest Rate Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in Crore)

| Particulars | Increase/ Decrease in basis points | Effect on Profit before Tax |
|-----------------------|------------------------------------|-----------------------------|
| March 31, 2021 | | |
| USD Borrowings | +50 | (7.68) |
| USD Borrowings | -50 | 13.63 |
| March 31, 2020 | | |
| USD Borrowings | +50 | (23.78) |
| USD Borrowings | -50 | 23.78 |

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The foreign exchange risk of the Parent Company arises mainly out of import of fertilisers and foreign currency borrowings.

The major part of the long term borrowings of the Parent Company comprises of External Commercial Borrowings/ Foreign Currency Term Loans availed in US Dollars for financing of Gadepan-III plant of the Parent Company. The repayment of these loans has started from previous financial year. Revenue from Urea produced and sold from Gadepan -III Plant is governed by New Investment Policy- 2012 (amended) of the Government of India. The revenue of the Parent Company from Gadepan-III Plant is linked to US Dollars in terms of New Investment Policy 2012. Accordingly, the Parent Company has natural cover against fluctuation of foreign exchange rates and did not enter into transactions to hedge foreign exchange risk in respect of aforesaid foreign currency borrowings.

In order to mitigate the foreign exchange risk in respect of imported fertilisers, the Parent Company continuously monitors its foreign exchange exposure and hedges its foreign exchange risk in this regard, to the extent considered necessary, through forward contracts and option structures.

Foreign Currency Sensitivity

The Group's exposure to foreign currency risk at the end of the reporting period expressed in Rupees are as follows:

As at March 31, 2021

(Rs. in Crore)

| Currency | Assets | | Liabilities | | | | Net Exposure to Foreign Currency |
|----------|--------------------------------|-------------------|--------------------------|------------|----------------------------------|--|----------------------------------|
| | Receivables from Joint Venture | Other Receivables | Trade and Other Payables | Borrowings | Derivative Financial Liabilities | Interest accrued but not due on Borrowings | |
| USD | - | 20.48 | 79.80 | 3,876.77 | 18.45 | 0.25 | (3,954.79) |
| SGD | - | - | 0.01 | - | - | - | (0.01) |
| EURO | - | - | 0.35 | - | - | - | (0.35) |

As at March 31, 2020

(Rs. in Crore)

| Currency | Assets | | Liabilities | | | | Net Exposure to Foreign Currency |
|----------|--------------------------------|-------------------|--------------------------|------------|----------------------------------|--|----------------------------------|
| | Receivables from Joint Venture | Other Receivables | Trade and Other Payables | Borrowings | Derivative Financial Liabilities | Interest accrued but not due on Borrowings | |
| USD | 0.05 | 7.52 | 202.16 | 5,727.25 | 931.98 | 5.99 | (6,859.81) |
| SGD | - | - | 0.01 | - | - | - | (0.01) |
| EURO | - | - | 0.64 | - | - | - | (0.64) |

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of various currencies with Rupees, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

(Rs. in Crore)

| Particulars | Effect on Profit Before Tax for the Year Ended March 31, 2021 | Effect on Profit Before Tax for the Year Ended March 31, 2020 | Effect on Other Comprehensive Income for the Year Ended March 31, 2021 | Effect on Other Comprehensive Income for the Year Ended March 31, 2020 |
|-------------------------|---|---|--|--|
| USD Sensitivity | | | | |
| Rs./USD increase by 5% | (2.06) | (13.89) | (193.84) | (235.89) |
| Rs./USD decrease by 5% | 2.06 | 13.89 | 193.84 | 235.89 |
| SGD Sensitivity | | | | |
| Rs./SGD increase by 5% | (0.00) | (0.00) | - | - |
| Rs./SGD decrease by 5% | 0.00 | 0.00 | - | - |
| EURO Sensitivity | | | | |
| Rs./EURO increase by 5% | (0.02) | (0.03) | - | - |
| Rs./EURO decrease by 5% | 0.02 | 0.03 | - | - |

Impact of Hedging Activities

Disclosure of effects of hedge accounting on Financial Position and Financial Performance:

(a) Financial Position

(Rs. in Crore)

| As at March 31, 2021 | | | | | | | | | |
|-------------------------------|---------------|-------------|---------------------------------------|-------------|---------------|--------------|------------------------------------|---|--|
| Type of Hedge & Risks | Nominal Value | | Carrying amount of Hedging Instrument | | Maturity Date | Hedge Ratio* | Weighted Average Strike Price/Rate | Changes in Fair value of Hedging Instrument | Change in the value of Hedged Item used as the basis for recognising Hedge Effectiveness |
| | Assets | Liabilities | Assets | Liabilities | | | | | |
| Cash Flow Hedge | | | | | | | | | |
| Foreign Exchange Risk: | | | | | | | | | |
| Borrowings | - | 3,847.99 | - | 3,847.99 | 30.09.2027 | 1:1 | USD1:Rs. 66.27 | 465.40 | (465.40) |

(Rs. in Crore)

| As at March 31, 2020 | | | | | | | | | |
|-------------------------------|---------------|-------------|---------------------------------------|-------------|---------------|--------------|------------------------------------|---|--|
| Type of Hedge & Risks | Nominal Value | | Carrying amount of Hedging Instrument | | Maturity Date | Hedge Ratio* | Weighted Average Strike Price/Rate | Changes in Fair value of Hedging Instrument | Change in the value of Hedged Item used as the basis for recognising Hedge Effectiveness |
| | Assets | Liabilities | Assets | Liabilities | | | | | |
| Cash Flow Hedge | | | | | | | | | |
| Foreign Exchange Risk: | | | | | | | | | |
| Borrowings | - | 4,680.14 | - | 4,680.14 | 30.09.2027 | 1:1 | USD1:Rs. 66.27 | 621.96 | (621.96) |

* The entire amount of Borrowings taken for Gadepan-III Plant has been designated as hedging instrument against highly probable forecasted revenue being hedged item from Gadepan-III Plant, therefore the hedge ratio is 1:1.

(b) Financial Performance

(Rs. in Crore)

| For the Year Ended March 31, 2021 | | | | |
|-----------------------------------|--|--|--|---|
| Type of Hedge | Change in the value of the Hedging Instrument recognised in Other Comprehensive Income | Hedge ineffectiveness recognised in Profit or Loss | Amount reclassified from Cash Flow Hedging Reserve to Profit or Loss | Line item affected in Statement of Profit and Loss because of the re-classification |
| Cash Flow Hedge | | | | |
| Foreign Exchange Risk | 156.56 | - | 76.95 | Revenue from Operations |

(Rs. in Crore)

| For the Year Ended March 31, 2020 | | | | |
|-----------------------------------|--|--|---|---|
| Type of Hedge | Change in the value of the Hedging Instrument recognised in Other Comprehensive Income | Hedge ineffectiveness recognised in Profit or Loss | Amount re-classified from Cash Flow Hedging Reserve to Profit or Loss | Line item affected in Statement of Profit and Loss because of the re-classification |
| Cash Flow Hedge | | | | |
| Foreign Exchange Risk | (419.74) | - | 35.00 | Revenue from Operations |

Movements in Cash Flow Hedging Reserve

(Rs. in Crore)

| Risk Category | Foreign Currency Risk | |
|---|------------------------|------------------------|
| | Financial Year 2020-21 | Financial Year 2019-20 |
| Derivative Instruments | | |
| Cash Flow Hedging Reserve | | |
| Opening at the beginning of the Year | (381.93) | (131.62) |
| Add: Changes in Borrowings | 156.56 | (419.74) |
| Add: Amounts reclassified to profit or loss | 76.95 | 35.00 |
| Less: Current Tax relating to above | 17.24 | 7.08 |
| Less: Deferred Tax relating to above | 64.36 | (141.51) |
| Closing at the end of the Year | (230.02) | (381.93) |

c) Commodity Price Risk

Commodity price risk of the Parent Company arises from the ongoing purchase of natural gas and imported fertilisers required for its operating activities.

- (i) Natural gas is the major raw material for manufacture of Urea. The prices of Natural Gas are mostly linked to international crude oil prices which varies with the fluctuation in the prices of crude oil, demand supply pattern, etc. The Parent Company is not affected by price volatility of natural gas as the cost of natural gas is pass through under the subsidy policies of Government of India for manufacture of Urea. The part of the natural gas quantity required by the Parent Company has also been purchased at fixed price. As per the guidelines for pooling of gas in fertilizer (Urea) sector issued by the Government of India, the natural gas is available to the Urea manufacturer at uniform price. The Parent Company did not enter into any transaction for hedging the fluctuations in the prices of natural gas.
- (ii) The Parent Company deals in imported fertilisers (i.e. DAP, MOP and NPK), which are imported by the Parent Company and sold in the domestic market. The prices of imported fertilisers may fluctuate due to demand -supply scenario, outage of plants, fluctuation in prices of raw materials, etc. The Parent Company takes following steps to mitigate the risk pertaining to fluctuation in prices:
 - a) dynamic sourcing strategy and review of demand and supply on regular basis;
 - b) No long term commitments; and
 - c) Constant review of market condition including costing of competitors.

The Parent Company did not enter into any transactions to hedge the risk pertaining to fluctuation in prices.

(ii) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

a) Trade Receivables

The Group receivables can be classified into two categories, one is from the customers into the market and second one is from the Government of India in the form of subsidy. As far as Government portion of receivables are concerned, credit risk is Nil. For market receivables from the customers, the Group extends credit to customers in normal course of business. The Group considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Group monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several states and operate in largely independent markets. The Group has also taken security deposits from its customers, which mitigate the credit risk to some extent.

b) Financial Instruments and Cash Deposits

In respect of Parent Company, Credit risk from balances with banks and financial institutions is managed by the Parent Company's finance department. Credit risk arising from investment in mutual funds, bonds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised institutions with good credit ratings assigned by the credit rating agencies.

In respect of a subsidiary company, credit risk on cash and cash equivalents is limited as the subsidiary company keeps deposits in banks with good credit ratings assigned by international and domestic credit rating agencies.

(Rs. in Crore)

| Particulars | Other Non Current Assets | Trade Receivables | Other Current Assets | Other Current Financial Assets |
|--|--------------------------|-------------------|----------------------|--------------------------------|
| Allowance as at April 01, 2019 | 2.99 | 214.10 | 32.42 | 3.07 |
| Allowance made during the financial year 2019-20 | - | 2.80 | 12.67 | - |
| Allowance written off / (written back) during the financial year 2019-20 | - | (200.37) | - | - |
| Foreign Currency Translation Difference | 0.00 | 0.07 | - | 0.13 |
| Allowance as at March 31, 2020 | 2.99 | 16.60 | 45.09 | 3.20 |
| Allowance made during the financial year 2020-21 | 0.20 | 0.55 | - | - |
| Allowance written off / (written back) during the financial year 2020-21 | - | (0.64) | (0.45) | (0.12) |
| Foreign Currency Translation Difference | (0.10) | - | - | (0.05) |
| Allowance as at March 31, 2021 | 3.09 | 16.51 | 44.64 | 3.03 |

(iii) Liquidity Risk

The Group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium / long term funding requirements. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(Rs. in Crore)

| Particulars | Less than 1 Year | 1-2 Years | 2-3 Years | 3-5 Years | > 5 Years | Total |
|------------------------------|------------------|---------------|---------------|-----------------|---------------|-----------------|
| As at March 31, 2021 | | | | | | |
| Borrowings | 771.60 | 771.60 | 771.60 | 1,213.60 | 348.37 | 3,876.77 |
| Redeemable Preference Shares | - | - | - | - | 70.42 | 70.42 |
| Lease Liabilities | 5.15 | 5.06 | 4.68 | 2.67 | 0.19 | 17.75 |
| Trade and Other Payables | 402.24 | - | - | - | - | 402.24 |
| Other Financial Liabilities | 258.24 | - | - | - | - | 258.24 |
| | 1,437.23 | 776.66 | 776.28 | 1,216.27 | 418.98 | 4,625.42 |

(Rs. in Crore)

| Particulars | Less than 1 Year | 1-2 Years | 2-3 Years | 3-5 Years | > 5 Years | Total |
|------------------------------|------------------|---------------|---------------|-----------------|-----------------|------------------|
| As at March 31, 2020 | | | | | | |
| Borrowings | 5,699.69 | 798.57 | 798.57 | 1,442.07 | 973.04 | 9,711.94 |
| Redeemable Preference Shares | - | - | - | - | 417.42 | 417.42 |
| Lease Liabilities | 4.77 | - | - | 16.13 | 0.32 | 21.22 |
| Trade and Other Payables | 637.32 | - | - | - | - | 637.32 |
| Other Financial Liabilities | 265.73 | - | - | - | - | 265.73 |
| | 6,607.51 | 798.57 | 798.57 | 1,458.20 | 1,390.78 | 11,053.63 |

44. Capital Management

The Group's objective while managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefit for other stakeholders. The Group will maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return the capital to shareholders, issue new shares or sell assets to reduce debt.

The Capital Structure of the Group is as follows:

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Equity Share Capital | 416.21 | 416.21 |
| Other Equity | 4,832.58 | 3,123.09 |
| Debts (Long Term and Short Term both (including Current Maturities))* | 3,918.41 | 10,091.72 |
| Total | 9,167.20 | 13,631.02 |

*The above debt includes Rs. 3,847.99 Crore (Previous Year: Rs. 4,680.14 Crore) towards the Gadepan-III Plant, which had commenced commercial production from January 01, 2019. Majority of the balance debt is towards working capital during the Previous Year.

Under the terms of the borrowing facilities pertaining to Gadepan-III Plant, the Parent Company is required to comply with certain financial covenants as detailed below:

| S. No. | Debt Covenants | Required - Financial Year 2020-21 | Achieved - Financial Year 2020-21 | Required - Financial Year 2019-20 | Achieved - Financial Year 2019-20 |
|--------|---|---|---|---|---|
| 1 | Total outstanding Liabilities to Tangible Net worth | Ratio should be $\leq 2.75:1$ | 0.93:1 | Ratio should be $\leq 2.75:1$ | 2.39:1 |
| 2 | Total Debts to EBITDA | Ratio should be $\leq 4.75:1$ | 1.51:1 | Ratio should be $\leq 5.00:1$ | 3.95:1 |
| 3 | Fixed Assets Cover Ratio | Ratio should be $\geq 1.25:1$ | 1.72:1 | Ratio should be $\geq 1.25:1$ | 1.45:1 |
| 4 | Debt Service Coverage Ratio | Ratio should be $\geq 1.20:1$ | 2.33:1 | Ratio should be $\geq 1.20:1$ | 1.78:1 |

45. Distribution Made and Proposed

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Cash Dividend on Equity Shares Declared and Paid: | | |
| Dividend (during the year ended on March 31, 2021: Nil and March 31, 2020 at the rate of Rs. 2.00 per equity share) | - | 83.24 |
| Dividend Distribution Tax' (DDT) on Dividend | - | 17.11 |
| Interim Dividend (during the year ended on March 31, 2021 at the rate of Rs. 3.00 per equity share and March 31, 2020 at the rate of Rs. 4.00 per equity share) | 124.86 | 166.49 |
| DDT on Interim Dividend | - | 34.21 |
| Total | 124.86 | 301.05 |
| Proposed Dividend on Equity Shares: | | |
| Final Dividend (for the year ended on March 31, 2021: at the rate of Rs. 4.50 per equity share, for the year ended on March 31, 2020: Nil) | 187.29 | - |
| Total | 187.29 | - |

46. (A) Discontinued Operations

The break up of the discontinued operations of the Group as shown on the face of Consolidated Statement of Profit and Loss is as under:

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--------------------------------|------------------------------|------------------------------|
| (a) Profit / (Loss) Before Tax | - | 1.27 |
| (b) Income Tax Expense | - | 2.33 |
| (c) Profit / (Loss) After Tax | - | (1.06) |

During the previous year, ISGN Corporation, USA and ISG Novasoft Technologies Limited, India, step-down subsidiaries of the Parent Company, have entered into separate agreements with the respective buyers for sale/ transfer of certain assets / liabilities. In view of the same, the results in relation thereto were disclosed as Discontinued Operations during the previous year.

The financial performance relating to the discontinued operations is set out below:

(a) Financial Performance and Cash Flow Information

The financial performance is as follows:

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Revenue | - | 80.63 |
| Less: Expenses* | - | 56.84 |
| Less: Finance Costs | - | 7.17 |
| Less: Depreciation and Amortisation Expenses | - | 15.35 |
| Profit Before Tax ** | - | 1.27 |
| Tax Expense | - | 2.33 |
| (Loss) from Discontinued Operations | - | (1.06) |

* include expenses towards operating lease payment of Nil (Previous Year: Rs. 4.19 Crore). All operating lease agreements have been terminated or served notice for termination at a later date, during the previous year on account of Discontinued Operations.

** This is after inter group eliminations.

The Net Cash Flows attributable to the Discontinued Operations are as below-

(Rs. in Crore)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|----------------------|------------------------------|------------------------------|
| Operating Activities | - | (34.17) |
| Investing Activities | - | 101.07 |
| Financing Activities | - | (68.68) |

(b) Details of Sale of Assets and Transfer of Liabilities by step-down subsidiaries of the Parent Company during the financial year ended March 31, 2020

(Rs. in Crore)

| Particulars | Amount |
|--|--------------|
| Consideration Received | 85.73 |
| Escrow Account Balance Receivable | 8.56 |
| Other Receivables | 0.26 |
| Less: Carrying amount of net assets sold | (74.45) |
| Foreign Currency Translation | 0.39 |
| Profit on sale before income tax | 20.49 |
| Income tax expense on profit | 1.67 |
| Profit on sale after income tax | 18.82 |

- (c) The carrying amounts of the major categories of Assets and Liabilities of the Discontinued Operations disposed off are as follows-

(Rs. in Crore)

| Particulars | As at January 30, 2020 |
|-------------------------------------|---------------------------|
| Property, Plant and Equipment | 0.52 |
| Goodwill | 37.06 |
| Other Intangible Assets | 22.62 |
| Intangible Assets under Development | 13.80 |
| Other Current Assets | 8.56 |
| Total Assets | 82.56 |
| Current Liabilities | 8.11 |
| Total Liabilities | 8.11 |
| Net Assets | 74.45 |

46. (B) Assets classified as Held for Sale

(Rs. in Crore)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Property, Plant and Equipment classified as Held for Sale : | | |
| - Plant and Equipment * | 0.23 | 0.15 |
| - Office Equipment | 0.00 | - |
| Total | 0.23 | 0.15 |

* net of loss of Rs. 0.51 Crore for write down of Property, Plant and Equipment.

47. Additional information pursuant to Schedule III of Companies Act, 2013, "General instructions for the preparation of consolidated financial statements" for financial year 2020-21 and 2019-20

| Financial Year 2020-21 | | | | | | | | | |
|------------------------|--|--|-----------------------|-------------------------------------|-----------------------|-------------------------------------|-----------------------|---|-----------------------|
| S. No. | Name of the Entity | Net Assets, i.e., Total Assets minus Total Liabilities | | Share in Profit / (Loss) | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
| | | As % of Consolidated Net Assets | Amount (Rs. in Crore) | As % of Consolidated Profit or Loss | Amount (Rs. in Crore) | As % of Consolidated OCI | Amount (Rs. in Crore) | As % of Consolidated Total Comprehensive Income | Amount (Rs. in Crore) |
| | Parent Company | | | | | | | | |
| | Chambal Fertilisers and Chemicals Limited | 95.29 | 4,989.35 | 75.70 | 1,322.91 | 94.15 | 168.77 | 77.41 | 1,491.68 |
| | Indian Subsidiaries | | | | | | | | |
| 1 | Chambal Infrastructure Ventures Limited | 0.08 | 4.14 | 0.01 | 0.11 | - | - | 0.01 | 0.11 |
| 2 | ISG Novasoft Technologies Limited ("ISGNTL") | 0.11 | 5.70 | (0.06) | (1.00) | 0.00 | 0.00 | (0.05) | (1.00) |
| | Foreign Subsidiaries | | | | | | | | |
| 1 | India Steamship Pte. Ltd. # | - | - | - | - | - | - | - | - |
| 2 | CFCL Ventures Limited ("CVL") | (1.09) | (57.32) | 13.99 | 244.49 | 4.54 | 8.14 | 13.11 | 252.63 |
| 3 | ISGN Corporation | 0.16 | 8.61 | (0.07) | (1.20) | - | - | (0.06) | (1.20) |
| | Non-Controlling Interests in Subsidiary | | | | | | | | |
| | CFCL Ventures Limited | (0.25) | (13.04) | 5.31 | 92.83 | 1.31 | 2.35 | 4.94 | 95.18 |
| | Interests in Joint Venture (as per Equity Method) | | | | | | | | |
| | Indo Maroc Phosphore S.A - IMACID | 5.70 | 298.31 | 5.12 | 89.45 | - | - | 4.64 | 89.45 |
| | Total | 100.00 | 5,235.75 | 100.00 | 1,747.59 | 100.00 | 179.26 | 100.00 | 1,926.85 |

Dissolved on April 06, 2020

| Financial Year 2019-20 | | | | | | | | | |
|------------------------|--|--|-----------------------|-------------------------------------|-----------------------|-------------------------------------|-----------------------|---|-----------------------|
| S. No. | Name of the Entity | Net Assets, i.e., Total Assets minus Total Liabilities | | Share in Profit / (Loss) | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
| | | As % of Consolidated Net Assets | Amount (Rs. in Crore) | As % of Consolidated Profit or Loss | Amount (Rs. in Crore) | As % of Consolidated OCI | Amount (Rs. in Crore) | As % of Consolidated Total Comprehensive Income | Amount (Rs. in Crore) |
| | Parent Company | | | | | | | | |
| | Chambal Fertilisers and Chemicals Limited | 106.96 | 3,669.86 | 99.83 | 1,223.49 | 85.47 | (241.37) | 104.13 | 982.12 |
| | Indian Subsidiaries | | | | | | | | |
| 1 | Chambal Infrastructure Ventures Limited | 0.12 | 4.02 | 0.01 | 0.15 | - | - | 0.02 | 0.15 |
| 2 | ISG Novasoft Technologies Limited ("ISGNTL") | 0.19 | 6.68 | (1.90) | (21.56) | 0.01 | (0.03) | (2.29) | (21.59) |
| | Foreign Subsidiaries | | | | | | | | |
| 1 | India Steamship Pte. Ltd. # | - | - | (0.00) | (0.03) | (0.00) | 0.01 | (0.00) | (0.02) |
| 2 | CFCL Ventures Limited ("CVL") | (9.01) | (309.18) | (0.44) | (4.93) | 11.12 | (31.40) | (3.86) | (36.33) |
| 3 | ISGN Corporation | (1.44) | (49.22) | 2.30 | 26.06 | - | - | 2.76 | 26.06 |
| | Non-Controlling Interests in Subsidiary | | | | | | | | |
| | CFCL Ventures Limited | (3.15) | (108.22) | (0.05) | (0.63) | 3.40 | (9.61) | (1.09) | (10.24) |
| | Interests in Joint Venture (as per Equity Method) | | | | | | | | |
| | Indo Maroc Phosphore S.A - IMACID | 6.33 | 217.14 | 0.25 | 3.01 | - | - | 0.33 | 3.01 |
| | Total | 100.00 | 3,431.08 | 100.00 | 1,225.56 | 100.00 | (282.40) | 100.00 | 943.16 |

Dissolved on April 06, 2020

Note: Above figures for net assets and share in profit or (loss) of entities are after elimination of all intra group transactions.

48. The Parent Company will continue to assess the impact of the Supreme Court Judgment in case of "Vivekananda Vidyamandir and Others Vs the Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. CI/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. As per the said assessment and the legal advice obtained by the Parent Company, the aforesaid matter is not likely to have any significant impact and accordingly, no provision has been made in these Financial Statements.
49. **Disclosure required under Section 186 (4) of the Companies Act, 2013**
The details of Investment of the Group are given in Note 5A and Note 8A.
50. **Changes in Financial Liabilities arising from Financing Activities for Financial Year 2020-21**

(Rs. in Crore)

| Particulars | As at March 31, 2020 | Receipt | Repayment | Foreign Exchange Variation (Net) | Foreign Currency Translation | Transaction Cost and Others * / ** | As at March 31, 2021 |
|--------------------------------|----------------------|-----------------|-------------------|----------------------------------|------------------------------|------------------------------------|----------------------|
| Long Term Borrowings | 4,680.14 | - | (684.44) | (156.56) | - | 8.85 | 3,847.99 |
| Short Term Borrowings | 3,924.16 | - | (3,924.16) | - | - | - | - |
| Supplier's Credit | 1,009.47 | 3,407.88 | (4,357.36) | (59.99) | - | - | - |
| Line of Credit | 60.53 | - | (60.53) | - | - | - | - |
| Redeemable Preference Shares * | 417.42 | - | - | - | (9.11) | (337.89) | 70.42 |
| Lease Liabilities ** | 21.22 | - | (6.34) | - | - | 2.87 | 17.75 |
| Total | 10,112.94 | 3,407.88 | (9,032.83) | (216.55) | (9.11) | (326.17) | 3,936.16 |

*One of the preference shareholders of CFCL Ventures Limited, Cayman Islands ("CVL"), a subsidiary of the Company, has irrevocably surrendered and relinquished voluntarily all the preference shares held in CVL including all the related rights and interest therein.

The amount of Rs. 337.89 Crore in “Transaction Cost and Others” column represents the write back of liability on account of aforesaid surrender and relinquishment of preference shares.

** Represents movement in Lease Liabilities on account of addition and interest expenses.

Changes in Financial Liabilities arising from Financing Activities for Financial Year 2019-20

(Rs. in Crore)

| Particulars | As at March 31, 2019 | Receipt | Repayment | Foreign Exchange Variation (Net) | Foreign Currency Translation | Transaction Cost and Others * | As at March 31, 2020 |
|------------------------------|----------------------|-----------------|-------------------|----------------------------------|------------------------------|-------------------------------|----------------------|
| Long Term Borrowings | 4,383.19 | 482.97 | (609.37) | 419.74 | - | 3.61 | 4,680.14 |
| Short Term Borrowings | 2,968.77 | 955.39 | - | - | - | - | 3,924.16 |
| Supplier's Credit | 1,193.19 | 2,797.94 | (3,060.55) | 78.89 | - | - | 1,009.47 |
| Line of Credit | 117.57 | - | (57.04) | - | - | - | 60.53 |
| Redeemable Preference Shares | 381.51 | - | - | - | 35.91 | - | 417.42 |
| Lease Liabilities * | - | - | (6.34) | - | - | 27.56 | 21.22 |
| Finance Lease Obligation | 0.99 | - | (0.99) | - | - | - | - |
| Total | 9,045.22 | 4,236.30 | (3,734.29) | 498.63 | 35.91 | 31.17 | 10,112.94 |

* Represents movement in Lease Liabilities on the adoption of Ind AS 116, Leases.

51. During the financial year 2018-19, the Parent Company had provided for Rs. 197.27 Crore due to delay in implementation of Modified NPS-III for payment on account of additional fixed cost to Urea units by the Ministry of Chemicals and Fertilisers, Government of India (“MOCF”). During the previous year ended March 31, 2020, MOCF has amended Modified NPS-III. Accordingly, the Parent Company had reversed the aforesaid provision of Rs. 197.27 Crore and had also written off an amount of Rs. 91.70 Crore towards subsidy receivables accrued during the previous years, in pursuance of such amendment in Modified NPS-III. The impact of the aforesaid reversal of provision and written off an amount had been included under “Exceptional Items” as per note 24 during the financial year ended March 31, 2020.
52. One of the preference shareholders of CFCL Ventures Limited, Cayman Islands (“CVL”), a subsidiary of the Parent Company, has irrevocably surrendered and relinquished voluntarily all the preference shares held in CVL including all the related rights and interest therein. Consequent to aforesaid surrender and relinquishment, liability on account of preference shares have been written back and the same has been disclosed as ‘Exceptional Items’ in note 24 in the Consolidated Statement of Profit and Loss for the financial year ended March 31, 2021.
53. As at March 31, 2021, ISG Novasoft Technologies Limited (ISGN India), a step down subsidiary of the Parent Company had unbilled foreign currency receivables aggregating to Rs. 0.73 Crore (USD 99,547) (Previous Year: Rs. 83.89 Crore (USD 1,10,865,53) from ISGN Corporation, USA (ISGN USA). These unbilled receivables were accumulated over a period of time on account of Transfer Pricing requirements under the Income Tax Act and inability of ISGN USA to pay these receivables due to difficult financial condition. After considering the financial position and future business prospects of ISGN USA, the subsidiary had deemed the same as doubtful of recovery and accordingly the aforesaid receivables had been fully provided for. Other tax liabilities in respect of the aforesaid services have also been provided for. ISGN India is in discussion with third party consultants on ways to address the matter within the applicable legal & statutory framework. The management of ISGN India, based on the expert advice, does not expect any material financial impact on account of the above.
54. **Disclosure as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

In accordance with the requirements of Listing Regulations, the details of transaction of the Parent Company with any person or entity belonging to the promoter / promoter group holding 10% or more shareholding in the Parent Company are as under:

(Rs. in Crore)

| Name of the Shareholder | Nature of Transaction | % Shareholding as at March 31, 2021 | Year Ended March 31, 2021 | % Shareholding as at March 31, 2020 | Year Ended March 31, 2020 |
|-----------------------------|-------------------------------|-------------------------------------|---------------------------|-------------------------------------|---------------------------|
| The Hindustan Times Limited | Rent and Maintenance Expenses | 14.26 | 0.27 | 13.74 | 0.29 |

55. During the previous year, ISGN Corporation (“ISGN, USA”) and ISG Novasoft Technologies Limited, (“ISGN, India”), subsidiaries of CFCL Ventures Limited (“CVL”) had sold / transferred certain assets / liabilities to the respective buyers. As part of the aforesaid transactions, the Parent Company executed keepwell agreements with the respective buyers and the concerned subsidiaries. As per the terms of the aforesaid keepwell agreements, the Parent Company has to ensure that the concerned subsidiary has sufficient

funds to enable it to make payments against indemnity obligations of the subsidiary under the agreements executed for sale / transfer of assets / liabilities. The aggregate indemnity obligations of the subsidiaries under the aforesaid agreements shall not exceed Rs.119.92 Crore (Previous Year: Rs. 122.86 Crore).

56. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Property, Plant and Equipment

Property, Plant and Equipment represent a significant proportion of the asset base of the Group. 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 Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at 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 technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

b) Income Taxes

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

The Parent Company is having brought forward losses on account of claim under section 35AD of Income Tax Act, 1961 that will be used to offset future taxable income. The Parent Company has profitable operations that supports the recognition of deferred taxes on these losses. On this basis, the Parent Company has determined that it can recognise deferred tax assets on the tax losses carried forward.

The Group has Rs. 469.54 Crore (Previous Year: Rs. 470.67 Crore) of carried forward tax losses on long term / short term capital losses. These losses mainly relate to the loss on voluntary liquidation of a subsidiary of the Parent Company and merger of a subsidiary of the Parent Company with its subsidiary and will expire in two to four years and may be used to offset taxable long term/short term capital gains in the future. At present, the Group does not have any tax planning opportunities available that could support the recognition of these capital losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses (long term/short term capital losses) carried forward. If the Group would have been able to recognise all unrecognised deferred tax assets, profit and equity would have increased by Rs. 127.36 Crore (Previous Year: Rs.127.75 Crore). Further details on taxes are disclosed in note 42 to the financial statements.

The Government of India has introduced the Taxation Laws (Amendment) Act, 2019 and has given the option of lower tax rate subject to certain conditions. As the Parent Company has carried forward tax losses and Minimum Alternate Tax ("MAT") credit mainly due to addition of New Urea Plant in the past and it is expected that the Parent Company will remain under MAT for some more years, the management has carried out an assessment according to which the Parent Company shall continue under the existing tax regime and move to lower tax rate after certain years. In view of above, the Parent Company has reassessed the deferred tax liability as per Ind AS 12 'Income Taxes' and resultant impact has been recognised during the year. Accordingly, the 'Deferred Tax' for the financial year ended March 31, 2021 includes a credit of Rs. 61.25 Crore (Previous Year: Rs. 343.97 Crore).

c) Defined Benefit Plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for defined benefit plans, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on the expected future inflation rates. Further details about the defined benefit plans are given in note 32 to the financial statements.

d) Revenue

The Parent Company's revenue includes subsidy claims, part of which are pending notification / final implementation by 'Fertiliser Industry Coordination Committee' (FICC), Government of India. As per management estimates, there is reasonable certainty based on Government of India policy and past experience that claims will be notified in due course. On issuance of notification by FICC, Government of India, the adjustments, if any, to revenue are not expected to be significant.

e) Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including discounted cash flow method. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Further disclosures in this regard are given in note 40.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/ N500016
Chartered Accountants

Pramit Agrawal
Partner
Membership No - 099903

Place : New Delhi
Date : May 10, 2021

**For and on behalf of the Board of Directors of
Chambal Fertilisers and Chemicals Limited**

Rita Menon
Director
DIN: 00064714

Abhay Bajjal
Chief Financial Officer

Place : New Delhi
Date : May 10, 2021

Gaurav Mathur
Managing Director
DIN: 07610237

Rajveer Singh
Company Secretary

Form - AOC - I

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

Statement containing salient features of the financial statements of Subsidiaries/Joint Venture

Part A : Subsidiaries

(Rs. in Crore)

| Sl. No. | Name of the Subsidiary | The date since when subsidiary was acquired | Reporting Currency | Exchange Rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries | Share Capital | Reserves and Surplus | Total Assets | Total Liabilities | Investments | Turnover | Profit/ (Loss) Before Taxation | Provision for Taxation | Profit/ (Loss) After Taxation | Proposed Dividend | Extent of share-holding (in percentage) |
|---------|--|---|--------------------|--|---------------|----------------------|--------------|-------------------|-------------|----------|--------------------------------|------------------------|-------------------------------|-------------------|---|
| 1 | Chambal Infrastructure Ventures Limited | 02.01.2007 | INR | - | 9.40 | (5.26) | 4.14 | 0.00* | - | 0.23 | 0.15 | 0.04 | 0.11 | - | 100.00 |
| 2 | CFCL Ventures Limited | 19.03.2007 | USD | 1 USD = INR 73.12 | 0.00 * | (777.73) | 2.72 | 780.45 | - | - | 273.88 | - | 273.88 | - | 72.27 |
| 3 | ISGN Corporation ⁽¹⁾ | 04.09.2007 | USD | 1 USD = INR 73.12 | 0.62 | (132.26) | 9.11 | 140.74 | - | 9.59 | 6.68 | - | 6.68 | - | 72.27 |
| 4 | ISG Novasoft Technologies Limited ⁽¹⁾ | 25.11.2003 | INR | - | 36.23 | (30.51) | 10.99 | 5.27 | - | 1.77 | (0.98) | - | (0.98) | - | 72.27 |

* The amount is less than Rs. 50,000.

Notes:

- Wholly owned subsidiaries of CFCL Ventures Limited.
- India Steamship Pte. Ltd. and India Steamship Limited were dissolved during the financial year 2020-21.
- The assets of Inuva Info Management Private Limited ("Inuva"), a downstream subsidiary of the Company, were completely liquidated during the previous financial year 2019-20 and it was not having any assets or liabilities as on March 31, 2021. Inuva was dissolved on May 03, 2021.
- Investments exclude investments in subsidiaries. Profit / (Loss) after taxation does not include Other Comprehensive Income.

Part B: Joint Venture

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Joint Venture

| Name of Joint Venture | Latest Audited Balance Sheet Date | Date on which the Joint Venture was acquired | Shares of Joint Venture held by the Company on the year end | | Description of how there is significant influence | Reason why the Joint Venture is not consolidated | Networth attributable to shareholding as per latest audited Balance Sheet (Rs. in Crore) | Profit for the Year (Rs. in Crore) | |
|-----------------------------------|-----------------------------------|--|---|--|---|--|--|------------------------------------|-----------------------------|
| | | | No. of shares | Amount of Investment in Joint Venture (Rs. in Crore) | | | | Extent of Holding (in percentage) | Considered in Consolidation |
| Indo Maroc Phosphate S.A.- IMACID | 31.03.2021 | 20.11.1997 | 206666 | 85.13 * | Holding more than 20% shares and joint control | Not Applicable | 298.31 | 89.45 | 178.91 |

* The fair value of investment in the books of accounts of the Company as on March 31, 2021 is Rs. 285.87 Crore.

For and on behalf of the Board of Directors of

Chambal Fertilisers and Chemicals Limited

Rita Menon
Director
DIN: 00064714

Gaurav Mathur
Managing Director
DIN: 07610237

Abhay Bajjal
Chief Financial Officer

Rajveer Singh
Company Secretary

Place : New Delhi
Date : May 10, 2021

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