

38th ANNUAL REPORT 2022-23

- In the support of Green Initiative in Corporate Governance, members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address along with details of name, address, Folio No., shares held:
i) To the registrar and share transfer agent, M/s Skyline Financial Services Pvt. Ltd. or Company for shares held in physical form / Demat;
Upon registration of the email address (es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.
- SEBI vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated the submission of copy of Permanent Account Number (PAN) by every participant in securities market. Therefore, members are requested to submit copy of their PAN and bank account details (original cancelled cheque leaf/attested bank passbook showing name of account holder) to Company/Skyline.





BOARD OF DIRECTORS

Mr. G.N. Gupta, Chairman/Independent Director
Mr. Ashok Kumar Matanhelia, Managing Director
Mr. Somil Matanhelia, Whole time Director
Mr. Shobhit Matanhelia, Whole time Director
Mrs. Usha Matanhelia, Women Director
Mr. Anurag Tulsyan, Independent Director
Mr. Sunil Kedia, Independent Director

STATUTORY AUDITORS

M/s Rajeev Prem & Associates
Chartered Accountants
Kanpur

COST AUDITOR

M/s K.S. Bhatnagar and Associates
Cost Accountant
New Delhi

INTERNAL AUDITOR

M/s Agrawal Saraf and Company
Chartered Accountant
Gorakhpur

SECRETARIAL AUDITOR

Awashesh Dixit
Company Secretary
Kanpur

REGISTERED OFFICE

Flat No. 202, Preet Garden,
3A/172, Azad Nagar,
Kanpur-208 002

ADMINISTRATIVE OFFICE

PWD Officer's Colony
Near Sahara Press
7, Park Road
Gorakhpur - 273001

FACTORY

Deokahia - Sardarnagar
Gorakhpur (U.P.)-273202

INSIDE THIS REPORT

| | |
|--|----|
| Director Report | 2 |
| Management discussion and analysis | 19 |
| Independent Auditors' Report on the Audit of | |
| Financial Statements | 30 |
| Balance Sheet | 42 |
| Profit & Loss Statement | 43 |
| Cash flow Statement | 45 |
| Notes on Financial Statements | 46 |
| Notice of Annual General Meeting | 81 |

**38th Annual General Meeting
scheduled to be held
on Saturday,
30th September, 2023
through
VC/OAVM
at 3.00 pm.**

BANKERS :

- State Bank of India
- HDFC Bank



DIRECTOR'S REPORT

Dear Member,

Your Directors are pleased to present the 38th Annual Report and the Company's Audited financial statement for the financial year ended March 31, 2023.

1. FINANCIAL RESULTS:

The Company's financial performance, for the year ended March 31, 2023 is summarized below:

| PARTICULARS | (Rs in Lacs) | |
|--|---------------------|----------------|
| | 2022-23 | 2021-22 |
| Revenue from Operation | 8059.74 | 7359.24 |
| Other Income | 52.11 | 40.66 |
| Total Expenditure | 7888.41 | 7092.73 |
| Profit before Interest, Depreciation Prior Period Items and Tax (PBIDT) | 388.10 | 444.58 |
| Less : Finance Costs | 111.77 | 87.06 |
| Less: Depreciation and Amortization | 52.89 | 50.35 |
| Profit Before Exceptional/Prior Period Items and Tax | 223.44 | 307.17 |
| Less: Exceptional/Prior Period Items (Net) | 0 | 0 |
| Profit Before Taxes (PBT) | 223.44 | 307.17 |
| Less: Tax Expense (Net) | 62.33 | 76.98 |
| Profit for the year (PAT) | 161.11 | 230.19 |



FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS:

The turnover of the Company was Rs.8059.74 lakhs for the year ended March 31, 2023, increase of 9.52%, as compared to Rs. 7359.24lakhs in the previous year. The Company's Profit from Operations for the year ended March 31, 2023 was Rs. 161.11 lakhs, decrease of 30 %, as compared to Rs. 230.19 lakhs in the previous year mainly due to increase of imported Rock Phosphate price & decrease in price of sulphuric acid.

2. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is given in "Annexure I" to this Report..

3. DIVIDEND:

In order to conserve the resources of the Company the Board of Directors has decided not to recommend any dividend for the financial year 2022-23.

4. AMOUNTS TRANSFERRED TO RESERVES:

The Board discussed and decided to transfer the profit of the year in reserves account.

5. ANNUAL RETURN:

Pursuant to the provisions of section 134 (3) (a) and section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, annual return of the Company as at 31st March, 2023 is uploaded on the website of the Company at www.asianfertilizers.com.

6. NUMBER OF BOARD MEETING:

Four meetings of the Board of Directors were held during the year as on 27.05.2022, 13.08.2022, 09.11.2022 and 11.02.2023.



| S.No. | Name of Director | Designation | No. of Meeting Held | No. of Meeting Attended |
|-------|----------------------------|-----------------------------------|---------------------|-------------------------|
| 1. | Mr. Gyanendra Nath Gupta | Chairman/ Independent Director | 4 | 4 |
| 2. | Mr. Ashok Kumar Matanhelia | Managing Director | 4 | 4 |
| 3. | Mr. Somil Matanhelia | Whole Time Director | 4 | 4 |
| 4. | Mr. Shobhit Matanhelia | Whole Time Director | 4 | 4 |
| 5. | Mr. Anurag Tulsyan | Independent Director | 4 | 4 |
| 6. | Mrs. Usha Matanhelia | Women Director | 4 | 4 |
| 7. | Mr. Sunil Kedia | Independent Director | 4 | 4 |

Leave of absence was granted to the non-attending directors on their request and noted in the attendance register as well as in the minutes of the meetings.

7. ANNUAL GENERAL MEETING:

The Annual general meeting of the Company for the financial year 2021-22 was held on 24/09/2022.

8. RELATED PARTY CONTRACT AND ARRANGEMENT OF THE COMPANY:

All the related party transactions that were entered during the financial year 2022-23 were in the ordinary course of business of the Company and were on an arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

All such Related Party Transactions were placed before the Audit Committee for approval,



applicable. Prior omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions was presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The policy on dealing with Related Party Transactions has been framed by the Board of Directors with the prior approval of the Audit Committee.

All related party transactions entered by the Company were in the ordinary course of business and were on an arm's length basis, form AOC-2 is annexed with this report as "ANNEXURE –II" to the Director's Report.

The details of the transactions with Related Party are provided in the accompanying financial statements.

9. **AUDITORS' & AUDITORS' REPORT:**

(a) Statutory Auditor & Audit Report:

Pursuant to provisions of Section 139 of the Act and Rules made thereunder, M/s Rajeev Prem & Associates, Chartered Accountants, Kanpur (FRN: 008905C) were appointed as Statutory Auditors of the Company for a term of five years, to hold office from the conclusion of the 33rd Annual General Meeting of the Company held on September 29, 2018, till the conclusion of the 38th Annual General Meeting to be held in the year 2023. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

M/s. Rajeev Prem & Associates, Chartered Accountants, Kanpur submitted their report for the financial year ended March 31, 2023. The observations of the auditors are explained wherever necessary in appropriate notes to the accounts. Also, there is no adverse comment in the Auditor's Report.

(b) Secretarial Auditor & Secretarial Audit Report:

The Board, on recommendation made by the Audit Committee, had appointed Mr. Awashesh Dixit, Practicing Company Secretary, Kanpur to conduct Secretarial Audit for the F.Y. 2022-23. The Secretarial Audit Report for the financial year ended March 31,



2023 is annexed with this report as **ANNEXURE IIP**” to this Report. The Secretarial Audit report contains few adverse remarks or disclaimer.

Replies of qualification marks in Secretarial Audit Report are as follows.

- (i) *The company has provided the facility of Demat of the shares to all the shareholders. However, the process of Demat of shareholding including promoters is in progress;*

Demat of shares are in the process.

- (ii) *Listing Fee for the F.Y 2023-24 is pending.*

Company is in the process of revocation and will pay as per BSE orders.

- (iii) *Compliance u/s 185 needs to be done for the loan provided by the Company to Vibrant Laminate Pvt Ltd*

The approval of share holders by way of special resolution is necessary for giving loan to entity in which director is interested as per section 185 and accordingly company has proposed the special resolution for the approval of loan so given, in the ensuing AGM.

- (iv.) *Compliance strictly need to adhere in terms of provision of regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation 2015 regarding the Structured Digital Data Base.*

Company is in the process of arranging software for reg. 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation 2015 regarding the Structured Digital Data Base.

(c) Cost Auditor:

M/s K. S. Bhatnagar and Associates, Cost Accountants was appointed as the cost Auditor of the Company for the financial year ended March 31, 2023 to conduct the audit of Cost records of the Company. They have been re-appointed as the Cost Auditor of the Company for the financial year ending on March 31, 2024. Pursuant to provisions of section 148(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to Cost Auditors has to be ratified by the Members of the Company. Accordingly, the Board seeks ratification at the ensuing Annual General Meeting of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2024.

10. PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS UNDER SECTION 186:

The Particulars of loans, Guarantees & Investments U/S 186, for the financial year 2022-2023 has been mentioned in balance sheet attached with the report.

11. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:

The Company would like to inform that no material changes and commitments affecting



the financial position of the Company have occurred during the period from the end of financial Year till the date of this report.

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

a) Conservation of Energy

Since the operations of the Company are not energy intensive, therefore it does not call for any steps to be taken.

Therefore clause (i), (ii) & (iii) of Rule 8 are not applicable.

b) Technology Absorption

The Company has not imported any specific technology for its operations which are not updated in India.

13. RISK MANAGEMENT POLICY AND IDENTIFICATION OF KEY RISKS:

The Company would like to inform that the risks which threaten the existence of the Company have been identified and accordingly a risk management framework has been created and adopted by the Company. Further the internal auditor of the Company has been casted with the responsibility of monitoring this framework and reports to the management the key risks affecting the business.

14. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

a. Appointment of Directors and Key Managerial Personnel

No director/s or KMP/s have been appointed or retired or resigned during the financial year 2022-23

b. Retirement by Rotation:

Mr. Shbhit Matanhelia, (Whole Time Director), is liable to retire by rotation and being eligible offer himself for re-appointment in the ensuing AGM.



The brief resume of Mr. Shobhit Matanhelia, (Whole Time Director) of the Company, retiring by rotation but seeking re-appointment at the ensuing Annual General Meeting is the part of Annual Report. (Please see notes of AGM Notice)

15. INTERNAL FINANCIAL CONTROLS:

The existing internal financial control system is adequate and commensurate with the nature and size of the business of the Company. The internal auditors of the Company keep a follow up on the internal financial reporting and information dissemination of the Company between the departments. The Audit committee of the Company interacts from time to time with the internal auditors of the Company regarding the adequacy of internal financial control system placed in the Company.

16. DECLARATION BY INDEPENDENT DIRECTOR:

All Independent Directors have given declaration under section 149(7) of the Companies Act 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

17. CSR ACTIVITIES:

Since the Company does not meet the criteria as defined under section 135 of Companies Act, 2013 read with schedule. Therefore, the provision relating to CSR Activities are not applicable to the Company.

18. FORMAL ANNUAL EVALUATION OF BOARD OF DIRECTORS AND ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

a. Performance evaluation of the Board of Directors of the Company:

As per the evaluation criteria formulated by the Nomination and Remuneration Committee of the Board, Board of the Company has evaluated its own performance in context of Company's performance, status of compliance carried out, efforts made



towards risk management, internal control, code of conduct followed and maintained by them, ethical standards met. Below are some of the criteria on the basis of which Board has made its evaluation at specific intervals:

- 1) Size and composition of the Board of Directors of the Company as per Companies Act, 2013.
- 2) Diversity of thought, experience, knowledge, perspective and gender in the Board of Directors of the Company.
- 3) Maintaining transparency in the entire Board processes.
- 4) Any deviations, if any, from the set goals of the Board and steps taken to control such deviations.
- 5) Efficiency and effectiveness of the Board of Directors of the Company in carrying out its functions.
- 6) Timely flow of information among the Board of Directors.
- 7) Updation of knowledge of governing laws, rules and regulations.
- 8) Independent judgement of each matter placed before the Board of Directors.

After evaluating its own performance, Board is of the view that the performance of the Board of Directors as a whole was satisfactory during the financial year 2022-23.

b. Performance evaluation of the Committees of Board of Directors of the Company:

The Board of Directors of the Company evaluated the performance of each of its committees on the basis of various criteria such as composition of committee, quantum and quality of information received by the committee members, time spent for discussing the matter and reaching out the final decision, efficiency and effectiveness of the decision making of the committee members, level of active participation of committee members, number of meetings attended by the members, presence of the Chairman of the committee.

On the basis of the above criteria and the working procedure established by the Board of Directors of the Company, the Board is of unanimous consent that all the committees of the Company are working satisfactorily.



c. Performance evaluation of the Independent Directors of the Company:

As per the criteria formulated by Nomination and Remuneration Committee for the performance evaluation of Independent directors, the performance of each Independent director was evaluated by the entire Board of Directors but excluding the director being evaluated. While evaluation the following things were taken into consideration:

- 1) Application of Independent judgment while taking decision as part of the Board of Directors of the Company.
- 2) Exercise of the responsibility in a bona fide manner in the interest of the Company.
- 3) Attendance in the meeting of Board of Directors and meetings of committees where independent director is a member.
- 4) Active participation in the familiarization programme conducted for the Independent Director.

d. Performance evaluation of the each individual Director of the Company:

Further the Board evaluated during the year, the performance of each Director taking each of them as a separate individual, in order to judge the contribution and efforts made by them individually and the initiatives taken by them during the year. This helped the Board of Directors in deciding whether to extend the tenure of director being evaluated.

19. COMMITTEES TO THE BOARD :

The Company has several Committees which have been established in Compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stakeholders Relationship Committee

The details with respect to the composition of the committees, No. and dates of the meeting of the committees and No. of meeting attended by each director of relevant Committee are given in details below.



(A) **AUDIT COMMITTEE:**

In compliance and as per the requirements of Section 177 of the Companies Act, 2013, an Audit Committee has been constituted to monitor and supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and financial reporting.

The Audit Committee consists of three directors out of which two are Independent Directors. Four meetings of Audit Committee were held during the year on 27.05.2022, 13.08.2022, 09.11.2022 and 11.02.2023. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

Composition and attendance in Committee meeting during the year:

| Name of Committee | Positions | Meeting held | Meeting attended |
|----------------------|--------------------------|--------------|------------------|
| *Mr. G. N. Gupta | Chairman/ Independent | 4 | 4 |
| Mr. Anurag Tulsyan | Member/Independent | 4 | 4 |
| Mr. Somil Matanhelia | Member / non-independent | 4 | 4 |

*The Chairman of the Committee was present at the last Annual General Meeting held on 24th September, 2022.

a. **ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM:-**

The Company has established a vigil mechanism for directors and employees in compliance with the provisions of Sub section 9 of Section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 to report genuine concerns. Vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional case.

The Company promotes ethical behavior in all its business activities and in line with the best practices for corporate governance. It has established a system through which directors & employees may report breach of code of conduct or suspected fraud, unethical business practices, illegality, fraud, and corruption etc. at work place without fear of reprisal. The Board designated and authorized Mr. Somil Matanhelia, Whole time Director of the Company as Vigilance and Ethics Officer and Chairman of the Audit



Committee to oversee the vigil mechanism. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. It may be noted that if any of the members of the Committee do have a conflict of interest in any given case, he/she to recues themselves and the others on the committee would deal with the matter on hand.

The Vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also to provide for direct access to the Chairman of the Audit Committee and in case of repeated frivolous complaints being filed by a Director or an employee, the Chairman of the Audit Committee may take suitable action against the concerned Director or employee including reprimand.

During the Financial Year 2022-2023 there was no complaint reported by any Director or employee of the Company under this mechanism.

(B) NOMINATION & REMUNERATION COMMITTEE:

The Nomination and remuneration committee consists of three Non-Executive Directors, and all are Independents. During the period 1 meetings of the Nomination and remuneration committee were held on 27.05.2022.

a. Composition and attendance in Committee meeting during the year:

| Name of Committee Members | Positions | Meeting held | Meeting attended |
|---------------------------|--------------------------------|--------------|------------------|
| Mr. G. N. Gupta | Chairman/ Independent Director | 1 | 1 |
| Mr. Anurag Tulsyan | Member/Independent Director | 1 | 1 |
| Mr. Sunil Kedia | Member/Independent Director | 1 | 1 |

b. NOMINATION AND REMUNERATION POLICY OF THE COMPANY:

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee of the Board of Directors has formulated a policy comprising the criteria for determining qualifications, positive attributes and independence of a director and remuneration for the directors, key managerial personnel and other employees, which have been approved and adopted by the Board. The criteria



formulated by the Nomination and Remuneration Committee is duly followed by the Board of Directors of the Company while appointing the directors, Key Managerial Personnel and senior management personnel in the Company.

I. Criteria for appointment of Directors in the Company:

- 1) Person of integrity with high ethical standards.
- 2) Person with knowledge, skill and innovative ideas that can be beneficial to the Company.
- 3) Interested in learning new things and updating the knowledge and skills possessed.
- 4) Person who can act objectively while exercising his duties.
- 5) Who believes in team spirit
- 6) Who is responsible towards the work and can devote sufficient time and attention to the professional obligations for informed and balanced decision making

In respect of Managing Director, Whole-time director and Independent director, besides the general criteria laid down by Nomination and Remuneration Committee for all directors, the criteria as mentioned in Companies Act, 2013 have also been included.

II. Criteria for appointment of Key Managerial Personal and Senior Management Employee:

- 1) Person should be having the required educational qualification, skills, knowledge and experience as required and necessary for the concerned post.
- 2) Person should be hardworking, self-motivated and highly enthusiastic.
- 3) Person should be having positive thinking, leadership qualities, sincerity, good soft skills and power of taking initiatives.

III. Remuneration policy of the Company:

The Remuneration policy of the Company has been framed by the Nomination and Remuneration Committee in such manner that it can attract and motivate the directors, key managerial personnel and employees of the company to work in the interest of the Company and to retain them.

- 1) Company has a policy to pay remuneration in such manner that the relationship of remuneration to performance is clear and meets appropriate performance



benchmarks.

- 2) It has been ensured while formulating the policy that remuneration to directors, key managerial personnel and senior management should involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 3) Remuneration to be paid to Managing Director/Whole-time Director shall be within the limits specified under Companies Act, 2013.
- 4) Increments to the existing remuneration may be recommended by the committee to the Board of Directors.

(C)STAKEHOLDERS RELATIONSHIP COMMITTEE:

In compliance with the provisions of the Companies Act, 2013, the Stakeholders Relationship Committee has been constituted by the Board for a speedy disposal of grievances / complaints relating to shareholders/investors. Four meetings of the Committee were held during the year on 27.05.2022, 13.08.2022, 09.11.2022.

Composition and attendance in Committee meeting during the year:

| Name of Committee Members | Positions | Meeting held | Meeting attended |
|---------------------------|-----------------------------------|--------------|------------------|
| Mrs. Usha Matanhelia | Chairman / Non-Executive Director | 3 | 3 |
| Mr. A. K. Matanhelia | Member/Executive Director | 3 | 3 |
| Mr. Somil Matanhelia | Member/Executive Director | 3 | 3 |

20. COMPLIANCE OFFICER:

Mrs. Kunika Meghani, Company Secretary of the Company was designated as the Compliance Officer for complying with the requirements of the Securities Law and the Listing Regulation with the Stock Exchanges in India from 22.07.2021.

21. INVESTOR GRIEVANCE REDRESSAL:

The Committee specifically looks into the shareholder redressal and investor complaints on matters relating to refund orders, transfer of shares, sub-division, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report, non-

receipt of declared dividends etc. Company has registered with SCROES and also designated a mail id for investor investor@asianfertilizers.com.

In addition, the Committee advises on matters which can facilitate better investor services and relations.

| Types of Complaint | Number of Complaints |
|-----------------------------|----------------------|
| No. of complaints received | 0 |
| No. of complaints redressed | 0 |
| No. of complaints pending | 0 |

22. POLICY ON INSIDER TRADING:

The Company follows a strict code on prohibition of Insider Trading and the same has been detailed to all the directors, senior management and employees of the Company and available in Company website www.asianfertilizers.com and stock exchange website www.bseindia.com.

For ensuring the same, the Company has formulated & adopted a code of practice & procedure for fair disclosure of Unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading) Regulation, 2015 and available in Company website www.asianfertilizers.com & stock exchange website www.bseindia.com

23. CORPORATE GOVERNANCE:

The Provisions relating to Corporate Governance as enumerated in the Regulation 27 of SEBI (Listing obligation & disclosure requirements) Regulation, 2015 are not applicable on the Company.

Thus, the report on Corporate Governance needs not to be file with the Stock Exchange.

24. DISCLOSURE RELATED TO EMPLOYEES:

1. The ratio of the remuneration of each director to the median employee(s) remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 are open for inspection at the Administrative Office of the Company in terms of the first proviso of Section 136 (1) of the Companies Act 2013 during the business hours. Members who are interested in obtaining such particulars may write to the Company and same will be furnished on request.

2. The provisions of Section 197(12) and section 197(14) of the Companies Act, 2013, read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration) Rules, 2014 as amended, are not applicable to the Company.

25. LEGAL FRAMEWORK AND REPORTING STRUCTURE:

The Company would like to inform that a legal compliance tool has been installed vertically within the organization for monitoring and complying all laws applicable with the Company. This tool is being overseen and supervised by the office of the Company Secretary. Further the Company secretary has also been cast with the responsibility of providing a compliance certificate at the Board meetings held at the end of the quarters including the key non-compliances during the quarter.

26. COMPLIANCE OF SECRETARIAL STANDARDS:

During the financial year under review, the Company has complied with the applicable SS-1 (Secretarial Standard on Meetings of the Board of Directors), SS-2 (Secretarial Standard on General Meetings) as issued by the Institute of Company Secretaries of India.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently

and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- 1. Details relating to deposits covered under Chapter V of the Act.
- 2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- 3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- 4. Change in share capital of the Company.
- 5. Change in the nature of the business of the Company.
- 6. Details of subsidiary, joint venture or Associates Company.
- 7. Voluntary Revision of Financial Statements or Board's Report.
- 8. Amount transfer to investor education and protection fund.
- 9. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.



10. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
11. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
12. No fraud has been reported by the Auditors to the Audit Committee or the Board.

29. ACKNOWLEDGMENTS:

The Directors would like to express their sincere appreciation of the cooperation and assistance received from the Authorities, Readers, Bankers, Credit Rating Agencies, Depositories, Stock Exchanges, Registrar and Share Transfer Agents, Associates as well as our Shareholders at large during the year under review.

The Directors also wish to place on record their deep sense of appreciation for the commitment, abilities and hard work of all executives, officers and staff who enabled Company to consistently deliver satisfactory and rewarding performance even in the challenging economic conditions.

For and on behalf of the Board of Directors of

Place: Gorakhpur
Date: 26/05/2023

Asian Fertilizers Limited
Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776
789, Ajay Khand,
Patrakar Puram,
Rapti Nagar,
Gorakhpur

Asian Fertilizers Limited
Sd/-
Somil Matanhelia
Whole Time Director
DIN : 01738413
789, Ajay Khand,
Patrakar Puram,
Rapti Nagar,
Gorakhpur



MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments:

Fertilizers enhance growth of plants by supplying crucial nutrients to them. Some of the essential nutrients required by plants are:

Straight Fertilizers: N-Nitrogen, P-Phosphorous, K-Potassium

Secondary Fertilizers: CA-Calcium, Mg-Magnesium and S-Sulphur

Micronutrients– Cu-Copper, Fe- Iron, Mn- Manganese, Zn- Zinc, B-Boron etc.

Nitrogen, phosphorus, potassium (NPK) are three major constituents of fertilizers. Nitrogen helps in leaf growth, Phosphorous helps in development of roots, flowers, seeds and fruits and potassium helps in strong stem growth, movement of water in plants and promotion of flowering and fruiting.

Due to non-availability of indigenous Rock Phosphate (32%), we depend on imported Rock Phosphate, which can be processed to give water soluble phosphatic fertilizers. Single Super Phosphate is a cheap fertilizer and also known as common farmer's fertilizer.

Single super phosphate (SSP) manufactured by carrying out reaction of rock phosphate with Sulphuric acid for converting non-soluble phosphate (present in rock phosphate) into water soluble phosphate which is called single super phosphate. It contains 14.5-16% water soluble phosphorous, 10-11% Sulphur, and 18-21% Calcium. **Straight Phosphatic 16% P₂O₅ Grade**

Company was started its manufacturing unit of single super phosphate (powder plant) in 1992 with a capacity of 66000 MT per annum while single super phosphate (Granulated plant) in 1993 with a capacity of 45000 MT per annum and Sulphuric Acid in 1993 with a capacity of 33000 MT per annum which is used for the production of SSP, in Village Devkahiya, block Sardar Nagar, Tehsil Chauri Chaura, Gorakhpur, Uttar Pradesh.



At present Company has its own Brand name “PASHUPATI”.

2. Opportunities and Threats:

Since agriculture sector has its own importance in Indian economy, it is bound to grow and our product SSP has also its own importance in Agriculture sector.

Govt. of India has emphasized to promote SSP to fulfill the demand of phosphatic fertilizers and also fertilizers Association of India has organizing farmers meeting in all states of India to promote SSP and convinced to farmers for use of SSP instead of DAP or other phosphatic fertilizers.

3. Segment-wise or product-wise performance:

Single Super phosphate: Company is producing single super phosphate in two categories one is powder and second is granule. Company is able to achieve production of 26098.48 MT of Green SSP during the year 2022-23 against the targeted production of 46000 MT which is 56.74% of the targeted production and 39.54% of the installed capacity of 66000 MT. Company has dispatched 28908 MT during the year. Quantum wise production of SSP has decreased during the year because of hike in the prices of imported Rock Phosphate and poor availability.

Dispatches of SSP is also decreases during the year due to severe drought in KHARIF Season which badly affected dispatches and consumption of SSP at farmer's level.

Sulphuric Acid: Company has produced the Sulphuric acid for the captive consumptions and excess quantity of Acid sold by Company. Company was able to achieve the production of 30417.10 MT of the Sulphuric acid during the year 2022-23 against the installed capacity of 33000 MT which is 92.17% of the installed capacity. The captive consumption of the Sulphuric Acid for production of SSP is 8367.47 MT and the sale of Sulphuric Acid was 25904.26 MT including trading also. Quantum wise production of Sulphuric acid has increased during the year.



4. Outlook:

Agriculture has been playing a vital role in Indian economy with its contribution to GDP. Around 49% of Indian population is still dependent on agriculture and its allied activities for their livelihood. The growth rate in agriculture has been fluctuating and these uncertainties/ fluctuations in growth rate can be attributed to over dependence on rains (around 60% of agriculture is still rainfall dependent). One of the vital industries in Indian economy is the fertilizer industry which serves as a very crucial raw material for agriculture. Fertilizer, alone accounts for large subsidy, the second highest after food. Owing to poor monsoons in last two years and low commodity prices, there was a slowdown in the fertilizer sector.

5. Risks and concerns:

(a) Government Policy:

This sector was operated in a highly regulated environment with cost of production and selling prices being regulated by the Government of India. Due to this reason, fertilizer industry suffered from low profitability as compared to other sectors. Govt. imposed several regulations on prices, subsidies, import etc.

There have been changes in regulations, subsidy structure from time to time creating confusion and uncertainty among producers. In past years, govt. has decontrolled DAP, MOP, complex fertilizers and SSP which will stimulate growth of this industry and thereby ensure adequate supply of essential fertilizers to farmers.

Subsidy for P&K fertilizers is fixed and does not vary with market prices. Govt. does not regulate import of DAP and MOP as it does for Urea. Govt. has decontrolled prices of P&K fertilizers, MRP is left open to manufactures to decide and so domestic prices are decided by demand and supply. P&K fertilizers are less regulated compared to Urea, therefore P&K fertilizer producers can optimize operation, improve supply chain and product mix to



earn better profits.

Considering all the issues relating to agriculture productivity, balanced fertilization, growth of indigenous fertilizer industry, competitiveness amongst the fertilizer companies and to overcome the deficiency of concession scheme, the Government introduced **Nutrient Based Subsidy (NBS) Policy** for P&K fertilizers with effective from 1.4.2010.

Under the NBS Policy, a fixed rate of subsidy (in Rs. per Kg basis) is announced on nutrients namely Nitrogen (N), Phosphate (P), Potash (K) and Sulphur (S) by the Government on annual basis which is decided based on international prices, exchange rates, inventory and prevailing MRP etc.

The Govt. of India has opened the MRP of SSP from 01/04/2011 and manufacturers are free to decide their rates upto a fixed limit.

(b) Development In Government Policy:

Investment required for setting up a SSP unit is modest compared to Nitrogenous fertilizers. The setup with indigenous technology depends on imported material because of non-availability of good quality of rock phosphate except from Rajasthan State Mines & Minerals Limited, a State Govt. Undertaking. The demand of fertilizers is likely to increase with the emphasis by the Govt. on augmenting agriculture produce. The Govt. of India has notified that Imported Rock Phosphate from some countries for use in production of SSP for competitive Production cost.

(c) Availability of Raw Material:

Rock Phosphate is imported from various country by different dealers. There is problem in availability and hike of Prices of Raw Material

(d) Subsidy on SSP:

The Govt. of India has introduced nutrient based subsidy policy for all types of fertilizers including SSP. The Govt. of India has flexible subsidy for whole year and for the reporting year subsidy was Rs. 7513/MT which continuous from the year 2021-22. There is no increase of subsidy in SSP



whether costing is very high.

6. Internal control systems and their adequacy:

In any industry, the processes and internal control systems play a critical role in the health of the Company. The Company's well defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices. The internal control system is supplemented by extensive internal audits, regular reviews by the management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data.

7. Discussion on financial performance with respect to operational performance:

The highlights of the company's performance for the year ended March 31, 2023 are as under:

Revenue from operation increased by 9.52% to Rs. 8059.74 Lakhs.

PBDIT decreased by 12.70% to Rs.388.10 Lakhs.

Profit before tax decreased by 27.26% to Rs.223.44 Lakhs.

Net profit decreased by 30% to Rs.161.11 Lakhs.

8. Material developments in Human Resources / Industrial Relations front, including number of people employed:

Asian Fertilizers Limited is a knowledge-driven organization focused on judicious people recruitment and retention. The Company's HR function focuses on employee training, values inculcation and enhanced functional expertise. The Company's key HR objective is to ensure that employees are aware of expected roles leading to organizational momentum. The top management conducted several discussions with employees to discuss multiple issues including leadership qualities, values, responsibilities, workplace freedom and empowered decision-



making. Going ahead, the Company will continue to invest in people to strengthen its production processes, product quality and service delivery. During the year under report, the Company also focused on the automation of key HR processes for employee benefit. The result of these initiatives was that the Company was able to keep its attrition levels well under control, much below the industry average. The company's head count stood at 31 as on 31st March 2023.

For and on behalf of the Board of Directors of

Place: Gorakhpur
Date: 26/05/2023

Asian Fertilizers Limited

Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776
789, Ajay Khand,
Patrakar Puram,
Rapti Nagar,
Gorakhpur

Asian Fertilizers Limited

Sd/-
Somil Matanhelia
Whole Time Director
DIN : 01738413
789, Ajay Khand,
Patrakar Puram,
Rapti Nagar,
Gorakhpur



Annexure II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

A. Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars | Details |
|---------|---|---------|
| a. | Name (s) of the related party & nature of relationship | NIL |
| b. | Nature of contracts/arrangements/transaction | NIL |
| c. | Duration of the contracts/arrangements/transaction | NIL |
| d. | Salient terms of the contracts or arrangements or transaction including the value, if any | NIL |
| e. | Justification for entering into such contracts or arrangements or transactions. | N. A. |
| f. | Date of approval by the Board | NIL |
| g. | Amount paid as advances, if any | NIL |
| h. | Date on which the special resolution was passed in General meeting as required under first proviso of section 188 | NIL |

B. Details of contracts or arrangements or transactions at Arm's length basis.

| SL. No. | Particulars | Details (1) | Details (2) | Details (3) | Details (4) | Details (5) |
|---------|---|-----------------------|--|----------------------------|----------------------------|----------------------------|
| a. | Name (s) of the related party & nature of | M/S. Pashupati | M/S. Pashupati Roadways | Mrs. Usha Matanhelia | Poorvanchal Acid Pvt. Ltd. | Vibrant Laminate Pvt. Ltd. |
| b. | Nature of contracts / arrangements/transaction | Leasing of Property | Availing services for transportation of goods by | Renting of office building | Trading Business | Trading Business |
| c. | Duration of the contracts /arrangements/transaction | Perpetual Deed | Perpetual | Rent Agreement | Perceptual | Perceptual |
| d. | Salient terms of the contracts or arrangements or transaction including the value, if any | Rs. 3,00,000/- Yearly | Rs. 375.39 Lakhs | Rs. 1,20, 000/- Monthly | Rs. 157.97 Lakh | Rs. 0.55 Lakh |
| e. | Date of approval by the Board | 13-02-16 | 30-05-16 | 18-05-19 | 27-05-22 | 26-06-2021 |
| f. | Amount paid as advances, if any | No | No | No | NA | NA |

Asian Fertilizers Limited

For and on behalf of the Board of Directors
Asian Fertilizers Limited

Place: Gorakhpur
Date: 26-05-2023

Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776
Address: 789, Ajay Khand,
Patrakar Puram,
Rapti Nagar, Gorakhpur

Sd/-
Somil Matanhelia
Whole Time Director
DIN: 01738413
Address: 789, Ajay Khand,
Patrakar Puram,
Rapti Nagar, Gorakhpur

**AWASHESH DIXIT**

ACS, LLB., M.COM

(Practicing Company Secretary)

FCS No. 10860

C.P. No. 15398

UDIN:F010860D000370329

Annexure III

Office : 811, 8th Floor,

Kan Chambers

14/113, Civil Lines,

Kanpur - 208001 (U.P.)

E-mail : awidixit.333@gmail.com

Mobile : 91-9696359333

FORM NO. MR-3**SECRETARIAL AUDIT REPORT**

For the Financial Year ended March 31, 2022

Pursuant to Section 204(1) of the Companies Act, 2013 & Rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014]

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 (“Audit Period”), 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.

I 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, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), as amended from time to time:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);



- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
- (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 the client **(Not applicable to the Company during the Audit Period);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

I further report that, having regard to the compliance system prevailing in the Company and as certified by management and on examination of the relevant documents and records in pursuance thereof, on text check basis, the Company has complied the law applicable specifically to the Company named as under:

- (a) The Boilers Act, 1923;
- (b) The Environment Protection Act, 1986 and rules framed thereunder; and
- (c) The National Green Tribunal Act, 2010 and other acts and rules related thereto.

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

- I. Secretarial Standards issued by the Institute of Company Secretaries of India (as amended from time to time);
- II. The Listing Agreement as entered into by the Company with Stock Exchange(s).

During the Audit Period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- i. ***The company has provided the facility of Demat of the shares to all the shareholders. However, the process of Demat of shareholding including of promoters is in progress;***
- ii. ***Listing fee for the financial year 2023-24 is pending.***
- iii. ***Compliance u/s 185 needs to be done for the loan provided by the company to Vibrant Laminate Pvt. Ltd.***
- iv. ***Compliance strictly need to adhere in terms of provision of regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulation 2015 regarding the Structured Digital Data Base.***

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and there were no changes in the composition of the Board of Directors that took place during the period under review.



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

All decision at the Board Meeting and Committee Meeting has been carried out without dissent, as recorded in the minutes of the meetings of the Board or Committee of the Board, as the case may be.

I further report that, there exist 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.

I further report that, the trading in securities of the Company are suspended since 2002 due to some penal provisions. However, the Company has complied all the pending compliances and the application for revocation of suspension has been filed and in process.

I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other applicable Acts/Laws/Regulations to the Company.

I further report that, during the audit period there were no instances of:

- (i) issue of public / right / Preferential Issue of shares / sweat equity, debentures etc;
- (ii) Redemption / Buyback of securities;
- (iii) major decisions were taken by the members in pursuance to section 180 of the Act;
- (iv) Merger / amalgamation / re-construction, etc;
- (v) Foreign technical collaboration.

Note : This Report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.

Date: May 26, 2023

Place: Kanpur

UDIN:F010860E000375862

Peer Reviewed Unit No. 2873/2023

Awashesh Dixit
(Practicing Company Secretary)

FCS No. 10860

C.P. No. 15398



'Annexure - A'

To,
The Members
ASIAN FERTILIZERS LIMITED

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: May 26, 2023
Place: Kanpur

Awashesh Dixit
(Practicing Company Secretary)
FCS No. 10860
C.P. No. 15398



RAJEEV PREM & ASSOCIATES
CHARTERED ACCOUNTANTS



Off. 0512-2302412
Mob.: 09415051670
Office : 216, Kalpana Plaza
24/147-B, Birhana Road,
Kanpur-208 001
E-mail : carajeevkapoor@gmail.com

INDEPENDENT AUDITOR'S REPORT

To
The Members of Asian Fertilizers Limited
Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of Asian Fertilizers Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including other comprehensive income), the Statement of Change 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 “Financial Statements”).

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

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the 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 financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICSAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



Description of Key Audit Matter

Revenue recognition (refer notes 1-B-26 and 23 to the Financial Statements).

Revenue is measured net of volume discounts, price concessions, incentives, and returns, if any. Due to the Company's presence across different marketing regions within the country and the competitive business environment, the estimation of the various types of discounts, rebates and incentives to be recognized based on sales made during the year is material and considered to be judgmental.

Therefore, there is a risk of revenue being misstated as a result of error in estimations of discounts, incentives and rebates.

Revenue is recognized when the control of the underlying products has been transferred to the customer. There is a risk of revenue being overstated due to fraud resulting from the pressure on management to achieve performance targets at the reporting period end.

How the matter was addressed in our audit

Our audit procedures included:

- Assessing the appropriateness of the revenue recognition accounting policies, including those relating to discounts, rebates and incentives.
- Comparing the historical discounts, rebates and incentives. We also considered the historical accuracy of the Company's estimates in previous year(s).
- Checking of completeness and accuracy of the data used by the management for the purpose of calculation of the provision discounts, rebates and incentives and for sales returns and checking of its arithmetical accuracy.
- Comparison between the estimates in the past with subsequent actuals and analysis of the nature of any deviations to corroborate the effectiveness of the management estimation process.
- Considered the adequacy of the Company's disclosures in respect of revenue.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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.



Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, change 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 implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
3. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of Cash Flows and statement of change in equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as of March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no. 34 to the financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as



provided under (a) and (b) above, contain any material misstatement.

- v. the company has not declared and/or paid any dividend during the year. Hence, compliance of Section 123 of the Act is not applicable during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. 008905C

Place: Kanpur
Date: May 26, 2023

Sd/-
(Rajeev Kapoor)
Partner
M. No. 077827



Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 of our report of even date on the Ind AS financial statements for the financial year ended March 31, 2023 of Asian Fertilizers Limited)

In terms of the information and explanations sought by us and given by the company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant and equipment;
(B) The Company has maintained proper records showing full particulars of intangible assets;
- (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Title Deeds of all the immoveable properties as disclosed in the financial statements are held in the name of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The inventories of the Company have been physically verified by the management at reasonable interval during the year. In our opinion, the coverage and procedure of such verification is appropriate having regard to the size of the company and nature of its operation. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on verification during the year when compared with books of account.
- (b) As disclosed in Note no. 18, the company has been sanctioned working capital limits in excess of five crore rupees from banks during the year on the basis of security of current assets. The quarterly returns or statements filed by the company with banks are not in agreement with the books of account of the Company, the details are as under:

Rs. In Lacs

| Quarter ending | Value as per books of accounts | Value as per quarterly return/statement filed with bank | Differences | Reason for differences |
|--------------------|--------------------------------|---|-------------|--|
| June 30, 2022 | 2,481.06 | 3,430.07 | 949.01 | The difference are there because the statements filed with the landers are based on financial statement prepared on provisions basis |
| September 30, 2022 | 2,015.48 | 2,596.74 | 581.26 | |
| December 31, 2022 | 2,322.41 | 3,143.19 | 820.78 | |
| March 31, 2023 | 1,761.36 | 2,072.16 | 310.80 | |



(iii) The company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

(a) The company has granted loans and advances in the nature of loans to three parties. The details are as under: Rs. In Lacs

| Name of the company | Loan / Guarantee | Balance as at 31.03.2023 | Maximum amount outstanding during the year |
|------------------------------|------------------|--------------------------|--|
| Vibrant Laminate Pvt. Ltd. | Loan | 250.21 | 271.00 |
| Aditya Enterprises | Loan | 5.03 | 24.72 |
| Uttarak Industries Pvt. Ltd. | Loan | 109.00 | 109.00 |

- (b) The investments made and the terms and conditions of the loans granted are, prima facie, not prejudicial to the Company's interest.
- (c) As the loans are in the nature of demand loan, no schedule of repayment of principal and payment of interest has been specified.
- (d) In respect of loans granted by the Company in earlier years, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) During the year, the Company has granted loan to one other related party as defined in clause (76) of section 2 of Companies Act, 2013 i.e. Vibrant Laminate Private Limited balance. The percentage thereof to the total loans outstanding as at the year-end works out to 68.69%.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable except in relation to one party i.e. Vibrant Laminate Private Limited balance of which as at 31.03.2023 is Rs. 250.21 lacs and maximum amount outstanding during the year is Rs.271.00 lacs. Compliance under Section 185(2) in respect of aforesaid loan is pending.
- (v) In our opinion, the Company has not accepted any deposit or an amount deemed to be deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 (the Act) read with the Rules framed there under. Hence, paragraph 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account and records maintained by the Company pursuant to the Rules framed by the Central Government for the maintenance of cost records under subsection (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the said accounts and records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the books and records produced and examined by us, the Company is generally regular in depositing undisputed Statutory dues including Goods and Services Tax (GST), Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable with the appropriate authorities and no undisputed amount payable in respect of aforesaid statutory dues were outstanding as at March 31, 2023 for a period of more than six months from the date they become payable.



- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and GST which have not been deposited on account of any dispute, except mentioned as below:

| Name of the Statute | Nature of the dues | Amount (Rs. in Lacs) | Year(s) to which relates | Forum where pending |
|---|--------------------|----------------------|--------------------------|--|
| The Central Excise Act, 1944 | Penalty | 5.00 | 2003-04 | CESTAT, New Delhi |
| The UP Tax on Entry of Goods in Local Areas Act, 2001 (amended in 2007) | Entry Tax | 2.48 | 2005-06 | Allahabad High Court (Review petition filed) |
| | Entry Tax | 3.07 | 2006-07 | Allahabad High Court (Review petition filed) |

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The company has not defaulted in repayment of loans or other borrowings or on the payment of interest thereon to any lender during the year.
(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
(c) The term loans availed during the year were applied for the purposes for which loan were obtained.
(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
(e) the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and hence reporting under clause 3(ix)(e) of the Order is not applicable.
(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, JV or associate Company and hence reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.
(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the company or any fraud on the Company has been noticed or reported during the year.
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
(c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.



- (xii) The company is not a “Nidhi Company”; hence paragraph 3(xii) the Order is not applicable.
- (xiii) In our opinion, transactions with the related parties are in compliance with section 177 and 188 of Act where applicable and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion, the company has not entered into any non-cash transactions with directors or persons connected with him. Hence, paragraph 3(xv) the Order is not applicable.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies(Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of Corporate Social Responsibility (CSR) are not applicable to the company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. 008905C

Sd/-

(Rajeev Kapoor)
Partner
M. No. 077827

Place: Kanpur

Date: May 26, 2023



Annexure B to the Auditors' Report

(Referred to in paragraph 3(f) of our report of even date on the Ind AS financial statements for the financial year ended March 31, 2023 of Asian Fertilizers Limited).

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

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

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the 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 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based



on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 over Financial Reporting

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

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. 008905C

Place: Kanpur

Date: May 26, 2023

Sd/-
(Rajeev Kapoor)
Partner
M. No. 077827



ASIAN FERTILIZERS LIMITED
Balance sheet as at Mar 31, 2023

| Balance sheet as at Mar 31, 2023 | | | | | |
|--|----------|--------------------|-----------------|--------------------|-----------------|
| Particulars | Note No. | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
| | | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| ASSETS | | | | | |
| Non-current assets | | | | | |
| (a) Property, Plant and Equipment | 2 (a) | | 489.45 | | 465.30 |
| (b) Capital work-in-progress | | | 44.74 | | - |
| (c) Other Intangible assets | 2 (b) | | 0.07 | | 0.07 |
| (d) Financial Assets | | | | | |
| (i) Investments | 3 | | 213.00 | | 213.00 |
| (ii) Other Financial Assets | 4 | | 47.59 | | 49.03 |
| (e) Other non-current assets | 5 | | 23.43 | | 23.23 |
| Current Assets | | | | | |
| (a) Inventories | 6 | | 1,408.41 | | 1,637.21 |
| (b) Financial Assets | | | | | |
| (i) Trade receivables | 7 | 352.95 | | 407.83 | |
| (ii) Cash and cash equivalents | 8 | 20.83 | | 12.85 | |
| (iii) Bank balances other than (ii) above | 9 | 76.39 | | 676.13 | |
| (iv) Loans | 10 | 364.24 | | 24.73 | |
| (v) Other Financial Assets | 11 | 2.37 | | 5.33 | |
| | | | 816.78 | | 1,126.87 |
| (c) Other current assets | 12 | | 355.92 | | 189.20 |
| TOTAL ASSETS | | | 3,399.39 | | 3,703.91 |
| EQUITY AND LIABILITIES | | | | | |
| EQUITY | | | | | |
| (a) Equity Share Capital | 13 | 790.15 | | 790.15 | |
| (b) Other Equity | 14 | 1,040.76 | | 881.30 | |
| | | | 1,830.91 | | 1,671.45 |
| LIABILITIES | | | | | |
| Non current liabilities | | | | | |
| (a) Financial liabilities | | | | | |
| (i) Borrowings | 15 | | 84.14 | | 156.82 |
| (b) Provisions | 16 | | 39.40 | | 39.50 |
| (c) Deferred tax liabilities (net) | 17 | | 19.70 | | 25.20 |
| Current liabilities | | | | | |
| (a) Financial liabilities | | | | | |
| (i) Borrowings | 18 | 926.14 | | 600.56 | |
| (ii) Trade payables | 19 | | | | |
| - total outstanding dues of micro and small enterprises | | 0.57 | | 1.16 | |
| - total outstanding dues of creditors other than micro and small enterprises | | 322.39 | | 1,012.46 | |
| (iii) Other financial liabilities | 20 | - | | - | |
| | | | 1,249.10 | | 1,614.18 |
| (b) Other current liabilities | 21 | | 145.97 | | 147.17 |
| (c) Provisions | 22 | | 28.10 | | 22.39 |
| (d) Current Tax Liabilities (Net) | | | 2.07 | | 27.20 |
| TOTAL EQUITY AND LIABILITIES | | | 3,399.39 | | 3,703.91 |

Significant Accounting Policies

1

See accompanying notes to the financial statements

As per our attached report of even date

For Rajeev Prem & Associates
Chartered Accountants
Firm Registration No. 008905C

Sd/-
Rajeev Kapoor
Partner
M. No. 077827

Place: Kanpur
Date: May 26, 2023

For and on behalf of the Board of
Asian Fertilizers Limited

Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776

Sd/-
Shashi Srivastava
CFO

Sd/-
Somil Matanhelia
Whole Time Director
DIN : 01738413

Sd/-
Kunika Meghani
Company Secretary &
Compliance Officer

**ASIAN FERTILIZERS LIMITED****Statement of profit and loss for the year ended Mar 31, 2023**

| Particulars | Note No. | 2022- 23 | | 2021- 22 | |
|--|----------|-----------------|------------------------|-----------------|------------------------|
| | | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| INCOME: | | | | | |
| <u>Revenue from Operations</u> | | | | | |
| (a) Sales / income from operations | 23 (a) | 5,901.05 | | 4,850.47 | |
| (b) Other Operating Revenue | 23 (b) | <u>2,158.69</u> | | <u>2,508.77</u> | |
| | | | 8,059.74 | | 7,359.24 |
| Other income | 24 | | 52.11 | | 40.65 |
| Total Income | | | <u>8,111.85</u> | | <u>7,399.89</u> |
| EXPENSE: | | | | | |
| Cost of materials consumed | 25 | | 5,070.91 | | 4,651.02 |
| Purchase of stock in trade | 26 | | 661.60 | | 191.86 |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | 27 | | 80.04 | | 546.56 |
| Employee Benefits Expense | 28 | | 392.21 | | 337.16 |
| Finance costs | 29 | | 111.77 | | 87.06 |
| Depreciation and Amortization Expenses | 30 | | 52.89 | | 50.35 |
| Other Expenses | 31 | | 1,518.99 | | 1,228.71 |
| Total Expenses | | | <u>7,888.41</u> | | <u>7,092.72</u> |
| Profit before Exceptional items and Tax | | | 223.44 | | 307.17 |
| Exceptional Items | | | - | | - |
| Profit before Tax | | | 223.44 | | 307.17 |
| Tax expense: | | | | | |
| 1. Current Tax | | 60.73 | | 81.68 | |
| 2. Deferred Tax | | (4.94) | | (14.40) | |
| 3. Tax adjustment relating to earlier years | | <u>6.54</u> | | <u>9.70</u> | |
| Profit for the period | | | 62.33 | | 76.98 |
| | | | 161.11 | | 230.19 |
| Other comprehensive income | | | | | |
| (i) Items that will not be reclassified to profit or loss | | | | | |
| (a) Re-measurements of the defined benefit plans | | (2.21) | | 1.71 | |
| (ii) Income tax related to items that will not be reclassified to profit or loss | | <u>0.56</u> | (1.65) | <u>(0.43)</u> | 1.28 |
| Total comprehensive income for the period | | | 159.46 | | 231.47 |
| Earnings per equity share | 32 | | | | |
| (Face Value per Share Rs. 10/-) | | | | | |
| 1. Basic | | | 2.04 | | 2.91 |
| 2. Diluted | | | 2.04 | | 2.91 |

Significant Accounting Policies**1**

See accompanying notes to the financial statements

As per our attached report of even date

For and on behalf of the Board of

Asian Fertilizers Limited

For Rajeev Prem & Associates

Chartered Accountants

Firm Registration No. 008905C

Sd/-
Rajeev Kapoor
Partner
M. No. 077827

Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776

Sd/-
Shashi Srivastava
CFO

Sd/-
Somil Matanhelia
Whole Time Director
DIN : 01738413

Sd/-
Kunika Meghani
Company Secretary &
Compliance Officer

Place: Kanpur
Date: May 26, 2023

**ASIAN FERTILIZERS LIMITED****Standalone Statement of Changes in Equity for the year ended March 31, 2023****A. Equity Share Capital**

| Particulars | Rs. in Lacs |
|--|-------------|
| Balance as at April 01, 2020 | 790.15 |
| Changes in Equity Share Capital due to prior period errors | - |
| Restated balance as at April 01, 2020 | 790.15 |
| Changes in equity share capital during the year | - |
| Balance as at March 31, 2021 | 790.15 |
| Balance as at April 01, 2021 | 790.15 |
| Changes in Equity Share Capital due to prior period errors | - |
| Restated balance as at April 01, 2021 | 790.15 |
| Changes in equity share capital during the year | - |
| Balance as at March 31, 2022 | 790.15 |
| Restated balance as at April 01, 2022 | 790.15 |
| Changes in equity share capital during the year | - |
| Balance as at March 31, 2023 | 790.15 |

B. Other Equity

| Particulars | Reserves and Surplus Capital Reserve | Retained Earnings | OCI Remeasur- ment of DBP | Rs. in Lacs Total Other Equity |
|------------------------------|--|----------------------|---------------------------------|---|
| Balance as at March 31, 2021 | 20.00 | 629.83 | - | 649.83 |
| Profit for the year | - | 230.19 | - | 230.19 |
| Addition during the year | - | - | 1.28 | 1.28 |
| Balance as at March 31, 2022 | 20.00 | 860.02 | 1.28 | 881.30 |
| Profit for the year | - | 161.11 | - | 161.11 |
| Addition during the year | - | - | (1.65) | (1.65) |
| Balance as at March 31, 2023 | 20.00 | 1,021.13 | -0.37 | 1,040.76 |

Significant Accounting Policies**1**

See accompanying notes to the financial statements

As per our attached report of even date

For Rajeev Prem & Associates
Chartered Accountants
Firm Registration No. 008905C

Sd/-
Rajeev Kapoor
Partner
M. No. 077827

Place: Kanpur
Date: May 26, 2023

For and on behalf of the Board of

Asian Fertilizers Limited

Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776

Sd/-
Shashi Srivastava
CFO

Sd/-
Somil Matanhelia
Whole Time Director
DIN : 01738413

Sd/-
Kunika Meghani
Company Secretary &
Compliance Officer



ASIAN FERTILIZERS LIMITED

Statement of Cash Flows for the year ended March 31, 2023

| Particulars | Note No. | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|---|-------------|-----------------------------------|-----------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | |
| Net Profit before tax | | 223.44 | 307.17 |
| Adjustments for : | | | |
| Depreciation/ Amortisation | | 52.89 | 50.35 |
| Profit on sale of Property, Plant & Equipment | | -1.43 | |
| Interest income | | (36.69) | (22.05) |
| Finance Cost | | 111.77 | 87.06 |
| Provision for Doubtful Debts (including ECL) | | 4.49 | 4.86 |
| Remeasurement of net defined benefit plans | | (2.21) | 1.71 |
| Operating profit before working capital changes | | 352.26 | 429.10 |
| Changes in working capital: | | | |
| (Increase)/ Decrease in trade receivables | | 50.39 | (64.75) |
| (Increase)/ Decrease in inventories | | 228.80 | (147.77) |
| (Increase)/ Decrease in other non current financial assets | | 1.44 | 18.76 |
| (Increase)/ Decrease in other current financial assets | | 2.96 | (2.51) |
| (Increase)/ Decrease in other non current assets | | (0.90) | |
| (Increase)/ Decrease in other assets | | (166.72) | 0.28 |
| Increase/ (Decrease) in trade payables | | (690.66) | 782.86 |
| Increase/ (Decrease) in other financial liabilities | | - | (5.98) |
| Increase/ (Decrease) in other current liabilities | | (1.20) | (29.59) |
| Increase/ (Decrease) in Provisions | | 5.61 | (0.12) |
| Cash generated from operations | | (218.02) | 980.28 |
| Income taxes refunded / (paid), net | | (91.69) | (114.39) |
| Net cash generated from operating activities | | (309.71) | 865.89 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | |
| Purchase of Property Plant & Equipment | | (309.71) | (37.60) |
| (Increase) / decrease in loans and advances | | (339.51) | 86.84 |
| Proceeds from sale of property, plant and equipment | | 2.40 | - |
| Purchase of Investments | | - | -80.00 |
| Interest received | | 36.69 | 22.05 |
| Increase/ (Decrease) in Other bank balances (Margin Money) | | 599.74 | (548.88) |
| Net cash (used in) / generated from investing activities | | 176.56 | (557.59) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | |
| Proceeds from long-term loans | | | 60.68 |
| Repayment of long-term loans | | (28.47) | |
| Proceeds/(repayment) from/of short term borrowings | | 281.37 | (311.50) |
| Finance costs paid | | (111.77) | (87.06) |
| Net cash used in financing activities | | 141.13 | (337.88) |
| INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS | | 7.98 | (29.58) |
| Cash and cash equivalents at the beginning of the year | | 12.85 | 42.43 |
| Cash and cash equivalents at the end of the year | | 20.83 | 12.85 |
| (refer Note No. 8 for break-up) | | - | - |

Significant Accounting Policies

1

See accompanying notes to the financial statements

As per our attached report of even date

For and on behalf of the Board of

Asian Fertilizers Limited

For Rajeev Prem & Associates
Chartered Accountants
Firm Registration No. 008905C

Sd/-
Rajeev Kapoor
Partner
M. No. 077827

Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776

Sd/-
Shashi Srivastava
CFO

Sd/-
Somil Matanhelia
Whole Time Director
DIN : 01738413

Sd/-
Kunika Meghani
Company Secretary &
Compliance Officer

Place: Kanpur
Date: May 26, 2023



Notes forming part of financial statement for the year ended March 31, 2023

Note 1 :

A. CORPORATE INFORMATION

Asian Fertilizers Limited("the Company") is a public limited company was having its registered office situated at Flat No. 202, Preet Garden 3A/172, Azad Nagar, Kanpur 208002 (Uttar Pradesh) was incorporated on January 06, 1986.

The principal activity of the Company is manufacturing of Fertilizers.

The financial statements were approved for issue in accordance with a resolution of the Directors on May 26, 2023.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

2. Basis of preparation

The financial statements have been prepared on the historical cost convention on accrual basis except for following assets and liabilities which have been measured at fair value amount:

i) Defined benefit plans

Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

3. Operating Cycle for current and non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- b) held primarily for the purpose of trading,
- c) expected to be realised within twelve months after the reporting period, or
- d) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:



- a) it is expected to be settled in the normal operating cycle,
- b) it is held primarily for the purpose of trading,
- c) it is due to be settled within twelve months after the reporting period, or
- d) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle of the Company, that is, the time between the acquisition of assets for processing and their realisation in cash or cash equivalent is 12 months.

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

- 4. Company's financial statements are presented in Indian Rupees, which is also its functional currency.

5. Critical estimate and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

The areas involving critical estimates or judgements are:

- Employee benefits (estimation of defined benefit obligation)

Post-employment benefits represent obligations that will be settled in the future and require assumptions to project benefit obligations. Post-employment benefit accounting is intended to reflect the recognition of future benefit costs over the employee's approximate service period, based on the terms of the plans and the investment and funding decisions made. The accounting requires the Company to make assumptions regarding variables such as discount rate and salary growth rate. Changes in these key assumptions can have a significant impact on the defined benefit obligations.
- Estimation of expected useful lives of property, plant and equipment

Management reviews its estimate of the useful lives of property, plant and equipment at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of property, plant and equipment.
- Contingencies

Legal proceedings covering a range of matters are pending against the Company. Due to the uncertainty inherent in such matters, it is often difficult to predict the final outcome. The cases and claims against the Company often raise difficult and complex factual and legal issues that are subject to many uncertainties and complexities, including but not limited to the facts and circumstances of each particular case/claim, the jurisdiction and the differences in applicable law. In the normal course of business, the Company consults with legal counsel and other experts on matters related to litigations. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the

loss can be reasonably estimated. In the event an adverse outcome is possible or an estimate is not determinable, the matter is disclosed.

- **Valuation of deferred tax assets**

Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax bases that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned optimising measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

- **Fair value measurements**

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 values are measured using valuation techniques, including market multiples model (Market Approach) and Capitalisation method (Income Approach) which involve various judgements and assumptions.

- **Impairment of Property, plant and equipment, Right-of-use assets, intangible assets (other than goodwill) and Capital work-in-progress**

The Company estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value.

For the purpose 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.

Revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

6. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Expenses incurred relating to project, including borrowing cost and net of income earned during the project development stage prior to its intended use, are considered as pre -



operative expenses and disclosed under Capital Work - in - Progress.

Spare parts are capitalized when they meet the definition of PPE, i.e., when the Company intends to use these during more than a period of 12 months.

7. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. For this purpose, cost includes deemed cost which represent the carrying value of property, plant and equipment recognised at 1st April 2016 measured as per the previous GAAP. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

An item of property, plant and equipment or any significant part initially recognised of such item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

8. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation has been provided on such cost of assets less their residual values on straight line method on the basis of estimated useful life of assets as prescribed in Schedule II of the Act.

Freehold land is not depreciated/amortised.

Assets held under financial leases are depreciated over their expected useful lives on the same basis as owned assets or, wherever shorter, the term of relevant lease.

Depreciation is calculated on a pro rata basis except that, assets costing upto Rs. 5,000 each are fully depreciated in the year of purchase.

The estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

9. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Following initial recognition, intangible assets are carried at cost less any accumulated



amortisation and accumulated impairment losses, if any.

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 recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets being computer software is amortised on straight line method over the period of five years.

10. Impairment of tangible and intangible assets other than goodwill

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Impairment loss is recognized when the carrying amount of an asset exceeds recoverable amount.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased.

If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

11. Leases

Company as a Lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a defined period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

As a lessee, The Company recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements



of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments and lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option;

The lease liability is measured at amortised cost using the effective interest method.

The Company has elected not to recognise right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

12. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. The basis of determining the cost for various categories of inventory are as follows:

(a) Raw materials, Chemicals, Components, stores & spares and Stock in Trade Cost includes cost of purchase (Net of recoverable taxes) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

(b) Stock in process and finished goods- Direct cost plus appropriate share of overheads.

(c) Saleable Scrap/Waste/By products - At estimated realisable value.

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.

13. Foreign Currencies

a) Functional and presentation currency

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



b) Transaction and balances

Transactions in foreign currencies are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.

Any gains or losses arising due to differences in exchange rates at the time of translation or settlement are accounted for in the Statement of Profit & Loss either under the head foreign exchange fluctuation or interest cost, as the case may be, except those relating to long-term foreign currency monetary items.

14. Investment in Subsidiaries and Associates

Investment in subsidiaries, associates and other related parties are carried at cost less accumulated impairment, if any.

15. Fair Value measurement

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 which can be accessed by the Company for the asset or liability.

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

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.

16. 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. 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

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at amortised cost

Debt instruments such as trade and other receivables, security deposits and loans given are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the company decides to classify the same either as at FVTOCI or FVTPL. 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 Profit or loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when

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



the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognised in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

17. Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets measured at fair value through other comprehensive income.

In case of other assets (listed as a) above), the company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

18. Financial Liabilities

Initial recognition and measurement

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 bank overdrafts, 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 (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

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

Financial Liabilities at amortised cost

Financial liabilities classified and measured at amortised cost such as loans and



borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the 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 or loss.

19. Derivative financial instruments

The Company uses derivative financial instruments to manage the commodity price risk and exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with changes being recognized in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken through profit and loss.

20. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or loss over the period of the borrowing 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 facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.



21. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.

Interest income earned on temporary investment of specific borrowing pending expenditure on qualifying asset is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they occur.

22. Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the standalone 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company, or the counterparty.

23. Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

24. Provisions, Contingent liabilities and Capital Commitments

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

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 recognized as a finance cost.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required, or the amount of the obligation cannot be measured with sufficient reliability. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

25. Government Grant

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

A government grant that becomes receivable as compensation for expenses or losses incurred in previous period(s). Such a grant is recognised in profit or loss of the period in which it becomes receivable.

Government grants shall be recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to assets are presented in the balance sheet as deferred income and is recognised in profit or loss on a systematic basis over the expected useful life of the related assets or other relevant basis.

Government grants by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

26. Revenue Recognition

Sale of Goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Revenue from the sale of goods excludes amounts collected on behalf of third parties, such as Goods & Services Tax (GST).

Interest Income

Interest income is accrued on using on a time basis by the effective interest rate with reference to the principal outstanding.

Dividend Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.



Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain and, in such case, it is accounted for on receipt basis.

27. Employee benefits

The Company makes contributions to both defined benefit and defined contribution schemes which are mainly administered through/by duly constituted and approved Trusts and the Government.

Defined Contribution Scheme

In case of provident fund administered through Regional Provident Fund Commissioner, the Company has no obligation, other than the contribution payable to the provident fund.

In case of members of constituted and approved trusts, the Company recognises contribution payable to such trusts as an expense including any shortfall in interest between the amount of interest realised by the investment and the interest payable to members at the rate declared by the Government of India.

The Company's contributions paid / payable during the year to provident fund administered through Approved Trust, Regional Provident Fund Commissioner, Superannuation Fund and Employees' State Insurance Corporation are recognised in the Statement of Profit and Loss as an expense when employees have rendered services entitling them to contributions.

Defined Benefit Scheme

Gratuity: Cost of providing the Benefit is determined on an actuarial basis at the end of the year and charged to Statement of Profit and Loss. The cost of providing these benefits is determined by independent actuary using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses and the effect of the asset ceiling, (excluding amounts included in net interest on the net defined benefit liability and return on plan assets), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. It is included in retained earnings in the statement of changes in equity and in the balance sheet.

Leave encasement : Accrued Leaves are encashed annually at the end of the calendar year and not accumulated. Provision for the same is done on the basis of leaves accrued as at the end of the reporting period.

28. Research and Development Expenditure

Expenditure on research of revenue nature is charged to Statement of Profit and Loss and that of capital nature is capitalized as fixed assets.

29. Taxes on Income

Current tax is the amount of tax payable determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are



generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred taxes relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an deferred tax asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

30. Dividend Distribution

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

31. Cash Flow Statement

Cash flows statement is prepared as per the Indirect Method specified in Ind AS 7 on Cash Flows. Cash and cash equivalents (including bank balances) shown in statement of cash flows exclude item which are not available for general use on the date of balance sheet.

32. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

33. Segment Reporting

Operating segments are reported in consistent manner with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is



responsible for allocating resources and assessing performance of the Company.

34. Recent Indian Accounting Standard (Ind AS)

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements

Ind AS 12, Income Taxes This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.



ASIAN FERTILIZERS LIMITED
Notes forming part of the financial statements for the year ended March 31, 2023

2 Property, plant & equipment, Intangible assets and Capital Work in Progress (CWIP) (Rs. In lacs)

| Particulars | A. Property, plant and equipment | | | | | | | | B. Intangible Assets | | Total (A + B) | Capital work in progress |
|---------------------------------------|----------------------------------|------------------|-----------------|-------------------|----------------------|------------------|---------|-----------|--------------------------------|-----------|---------------|--------------------------|
| | Freehold land | Factory building | Other buildings | Plant & Equipment | Furniture & Fixtures | Office Equipment | Vehicle | Total (A) | Computer Software (Bought Out) | Total (B) | | |
| Gross carrying value* | | | | | | | | | | | | |
| As at March 31, 2020 | 39.92 | 163.46 | 49.56 | 320.28 | 3.82 | 23.37 | 80.67 | 681.08 | 0.65 | 0.65 | 681.73 | - |
| Additions | - | - | - | 1.58 | 1.05 | 5.07 | - | 7.70 | - | - | 7.70 | 7.84 |
| Adjustment/(Deletions) | - | - | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2021 | 39.92 | 163.46 | 49.56 | 321.86 | 4.87 | 28.44 | 80.67 | 688.78 | 0.65 | 0.65 | 689.43 | 7.84 |
| Additions | - | - | - | 27.23 | 2.49 | 3.11 | 12.61 | 45.44 | - | - | 45.44 | 1.08 |
| Adjustment/(Deletions) | - | - | - | - | - | - | - | - | - | - | - | 8.92 |
| As at March 31, 2022 | 39.92 | 163.46 | 49.56 | 349.09 | 7.36 | 31.55 | 93.28 | 734.22 | 0.65 | 0.65 | 734.87 | - |
| Additions | - | - | - | 30.81 | 0.05 | 6.62 | 40.54 | 78.02 | - | - | 78.02 | 44.74 |
| Adjustment/(Deletions) | - | - | - | -3.19 | - | - | - | (3.19) | - | - | -3.19 | - |
| As at March 31, 2023 | 39.92 | 163.46 | 49.56 | 376.71 | 7.41 | 38.17 | 133.82 | 809.05 | 0.65 | 0.65 | 809.70 | 44.74 |
| Accumulated Depreciation/Amortisation | | | | | | | | | | | | |
| As at March 31, 2020 | - | 43.53 | 4.35 | 72.27 | 1.69 | 13.46 | 32.71 | 168.01 | 0.45 | 0.45 | 168.46 | - |
| Depreciation for the year | - | 10.88 | 1.09 | 24.23 | 0.54 | 4.50 | 9.32 | 50.56 | 0.13 | 0.13 | 50.69 | - |
| Adjustment/(Deletions) | - | - | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2021 | - | 54.41 | 5.44 | 96.50 | 2.23 | 17.96 | 42.03 | 218.57 | 0.58 | 0.58 | 219.15 | - |
| Depreciation for the year | - | 10.88 | 1.09 | 24.70 | 0.64 | 3.68 | 9.36 | 50.35 | - | - | 50.35 | - |
| Adjustment/(Deletions) | - | - | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2022 | - | 65.29 | 6.53 | 121.20 | 2.87 | 21.64 | 51.39 | 268.92 | 0.58 | 0.58 | 269.50 | - |
| Depreciation for the year | - | 10.88 | 1.09 | 26.65 | 0.77 | 4.43 | 9.07 | 52.89 | - | - | 52.89 | - |
| Adjustment/(Deletions) | - | - | - | -2.21 | - | - | - | (2.21) | - | - | -2.21 | - |
| As at March 31, 2023 | - | 76.17 | 7.62 | 145.64 | 3.64 | 26.07 | 60.46 | 319.60 | 0.58 | 0.58 | 320.18 | - |
| Net Carrying amount | | | | | | | | | | | | |
| As at March 31, 2020 | 39.92 | 119.93 | 45.21 | 248.01 | 2.13 | 9.91 | 47.96 | 513.07 | 0.20 | 0.20 | 513.27 | - |
| As at March 31, 2021 | 39.92 | 109.05 | 44.12 | 225.36 | 2.64 | 10.48 | 38.64 | 470.21 | 0.07 | 0.07 | 470.28 | 7.84 |
| As at March 31, 2022 | 39.92 | 98.17 | 43.03 | 227.89 | 4.49 | 9.91 | 41.89 | 465.30 | 0.07 | 0.07 | 465.37 | - |
| As at March 31, 2023 | 39.92 | 87.29 | 41.94 | 231.07 | 3.77 | 12.10 | 73.36 | 489.45 | 0.07 | 0.07 | 489.52 | 44.74 |

(i) The Company has adopted carrying value as recognized in the financial statement as at March 31, 2016, measured as per Previous GAAP as its deemed cost. Accordingly, its Net Block as on March 31, 2016 is its Gross Block under Ind AS. Further additions thereafter has been included in Gross Block.

(ii) The management has carried out an exercise of identifying the asset that may have been impaired, during the year, in respect of each cash generating unit. On the basis of review carried out by the management, there was no impairment loss on fixed assets during the year.

(iii) Capital-Work-in Progress (CWIP) (Rs. In lacs)

| Particulars | As at March 31, 2023 | | | | | As at March 31, 2022 | | | | |
|-------------------------------------|--------------------------------|-------------|-------------|-------------------|-------|--------------------------------|-------------|-------------|-------------------|-------|
| | Amount in CWIP for a period of | | | | Total | Amount in CWIP for a period of | | | | Total |
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| (i) Projects in progress | 44.74 | - | - | - | 44.74 | - | - | - | - | - |
| (ii) Projects temporarily suspended | - | - | - | - | - | - | - | - | - | - |
| Total | 44.74 | - | - | - | 44.74 | - | - | - | - | - |

(b) CWIP, whose completion is overdue or has exceeded its cost compared to its original plan: NIL NIL

(iv) Intangible assets under development (Intangible CWIP) NIL NIL

**ASIAN FERTILIZERS LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2023

3 Financial Assets: Investments - Non Current

| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
|--|--------------------|---------------|--------------------|---------------|
| | No. of Shares | Rs. in Lacs | No. of Shares | Rs. in Lacs |
| Equity Shares Unquoted | | | | |
| RELATED PARTIES | | | | |
| (i) Vibrant Laminate Private Limited | | | | |
| Equity Shares of Rs. 10/- each fully paid | 13,30,000 | 133.00 | 13,30,000 | 133.00 |
| (ii) Purvanchl Acid Private Limited | | | | |
| Equity Shares of Rs. 10/- each fully paid | 8,00,000 | 80.00 | - | 80.00 |
| Total | | <u>213.00</u> | | <u>213.00</u> |
| Aggregate Book Value of Quoted Investments | | NIL | | NIL |
| Market Value of Quoted Investments | | N.A. | | N.A. |
| Aggregate Book Value of Unquoted Investments | | 213.00 | | 213.00 |

4. Other Financial Assets

| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
|----------------------------------|--------------------|--------------|--------------------|--------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| <i>Unsecured considered good</i> | | | | |
| Security Deposits | | 47.59 | | 49.03 |
| Total | | <u>47.59</u> | | <u>49.03</u> |

5. Other Non current Assets

| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
|----------------------------------|--------------------|--------------|--------------------|--------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| <i>Unsecured considered good</i> | | | | |
| Income Tax Refund Receivable | | 22.53 | | 23.23 |
| Capital Advances | | 0.90 | | |
| Total | | <u>23.43</u> | | <u>23.23</u> |

6. Inventories (At cost or net realisable value whichever is lower)

| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
|--|--------------------|-----------------|--------------------|-----------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| Raw Materials | | 590.44 | | 877.60 |
| (including Goods in Transit Nil previous year NIL) | | | | |
| Work in Progress | | 102.19 | | 408.45 |
| Finished Goods | | 453.56 | | 227.34 |
| (including Goods in Transit Nil previous year NIL) | | | | |
| Trading items | | 20.97 | | 20.97 |
| Store and Spares | | 233.75 | | 95.35 |
| Scrap | | 7.50 | | 7.50 |
| Total | | <u>1,408.41</u> | | <u>1,637.21</u> |

(a) Inventories are hypothecated against borrowings from banks as referred in Note no. 12

(b) During the year Rs. NIL Lacs (Nil) was recognised as expense towards write-down of inventory.

7. Financial Assets - Current: Trade Receivable

| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
|--|--------------------|---------------|--------------------|---------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| Unsecured | | | | |
| Secured Considered Good | | - | | - |
| Unsecured Considered Good | | 352.95 | | 407.83 |
| Unsecured which have significant increase in credit risk | | - | | - |
| Unsecured credit impaired | | <u>29.47</u> | | <u>24.99</u> |
| Less: Impairment loss allowance | | 382.42 | | 432.82 |
| Provision for Expected Credit Loss (ECL) | | 29.47 | | 24.99 |
| Total | | <u>352.95</u> | | <u>407.83</u> |

(a) Receivables are hypothecated against borrowings from banks as referred in Note no. 17



ASIAN FERTILIZERS LIMITED
Notes forming part of the financial statements for the year ended March 31, 2023

| (b) Trade Receivable ageing Schedule: | | | | | | | Rs. In Lacs |
|---|---------------|---|-------------------|-------------|-------------|-------------------|---------------|
| Particulars | Not Due | Outstanding from due date/date of transaction | | | | | Total |
| | | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| As at March 31, 2023 | | | | | | | |
| Undisputed Trade Receivables | | | | | | | |
| (i) Considered Good | 255.33 | 38.34 | 18.94 | 0.04 | 3.27 | 37.03 | 352.95 |
| (ii) Which have significant increase in credit risk | | 10.99 | 0.51 | 0.60 | 0.21 | 17.16 | 29.47 |
| (iii) Credit impaired | | (10.99) | (0.51) | (0.60) | (0.21) | (17.16) | (29.47) |
| Disputed Trade Receivables | | | | | | | |
| (i) Considered Good | - | - | - | - | - | - | - |
| (ii) Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Credit impaired | - | - | - | - | - | - | - |
| Total | 255.33 | 38.34 | 18.94 | 0.04 | 3.27 | 37.03 | 352.95 |
| As at March 31, 2023 | | | | | | | |
| Undisputed Trade Receivables | | | | | | | |
| (i) Considered Good | 211.54 | 146.33 | 3.20 | 4.04 | 0.22 | 42.50 | 407.83 |
| (ii) Which have significant increase in credit risk | - | 10.99 | 0.32 | 0.60 | 0.04 | 13.04 | 24.99 |
| (iii) Credit impaired | - | (10.99) | (0.32) | (0.60) | (0.04) | (13.04) | (24.99) |
| Disputed Trade Receivables | | | | | | | |
| (i) Considered Good | - | - | - | - | - | - | - |
| (ii) Which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Credit impaired | - | - | - | - | - | - | - |
| Total | 211.54 | 146.33 | 3.20 | 4.04 | 0.22 | 42.50 | 407.83 |

| 8. Financial Assets - Current: Cash and Cash Equivalents | | | |
|--|--------------------|-------------|--------------------|
| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 |
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| Balances with banks | | | |
| - on current accounts | | 1.22 | 0.16 |
| Cash in hand | | 19.61 | 12.69 |
| Total | | 20.83 | 12.85 |

| 9. Financial Assets - Current: Bank Balances other than cash and cash equivalents | | | |
|--|--------------------|-------------|--------------------|
| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 |
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| Margin money deposits | | 76.39 | 676.13 |
| (restricted, held as lien against bank guarantees and working capital loan facility) | | | |
| Total | | 76.39 | 676.13 |

| 10. Financial Assets - Current: Loans | | | |
|---------------------------------------|--------------------|-------------|--------------------|
| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 |
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| <i>Unsecured considered good</i> | | | |
| Other Loans | | 364.24 | 24.73 |
| Total | | 364.24 | 24.73 |

| 1 Other Current Financial Assets | | | |
|---|--------------------|-------------|--------------------|
| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 |
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| <i>Unsecured considered good</i> | | | |
| Interest accrued on deposits with banks | | 2.37 | 5.33 |
| Total | | 2.37 | 5.33 |



ASIAN FERTILIZERS LIMITED

Notes forming part of the financial statements for the year ended March 31, 2023

| 12. Other Current Assets | | |
|---|--------------------|--------------------|
| Particulars | As at Mar 31, 2023 | As at Mar 31, 2022 |
| | Rs. in Lacs | Rs. in Lacs |
| <i>Unsecured considered good</i> | | |
| Advances to Trade Creditors | 86.57 | 111.84 |
| Advance recoverable in cash or kind or for value to be received | 11.08 | 12.46 |
| Other Claims / Receivables | 252.93 | 61.99 |
| Prepaid Expenses | 5.34 | 2.91 |
| Total | <u>355.92</u> | <u>189.20</u> |

| 13. Equity Share Capital | | | | |
|-------------------------------------|--------------------|-------------|--------------------|-------------|
| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
| | No. of Shares | Rs. in Lacs | No. of Shares | Rs. in Lacs |
| Authorised | | | | |
| Equity Shares of Rs. 10/-each | 1,00,00,000 | 1,000.00 | 1,00,00,000 | 1,000.00 |
| Issued | | | | |
| Equity Shares of Rs. 10/-each | 79,01,500 | 790.15 | 79,01,500 | 790.15 |
| Subscribed and fully paid-up | | | | |
| Equity Shares of Rs. 10/-each | 79,01,500 | 790.15 | 79,01,500 | 790.15 |
| Total | | 790.15 | | 790.15 |

(A) Reconciliation of the number of equity shares and share capital

| Particulars | As at Mar 31, 2023 | | As at Mar 31, 2022 | |
|---|--------------------|-------------|--------------------|-------------|
| | No. of Shares | Rs. in Lacs | No. of Shares | Rs. in Lacs |
| <i>Subscribed and fully paid-up equity shares</i> | | | | |
| Outstanding at the beginning of the year | 79,01,500 | 790.15 | 79,01,500 | 790.15 |
| Changes during the year | - | - | - | - |
| Outstanding at the end of the year | 79,01,500 | 790.15 | 79,01,500 | 790.15 |

(B) Detail of Shares held by the promoters:

| S. No. | Name of the Promoter | As at Mar 31,2023 | | As at Mar 31,2022 | | Changes during the year | |
|--------|------------------------------|-------------------|------------------|-------------------|------------------|-------------------------|----------------|
| | | No. of Shares | % of Shares held | No. of Shares | % of Shares held | Changes during the year | No of shares % |
| 1 | ASHOK KUMAR MATANHELIA | 3,59,510 | 4.55% | 3,59,510 | 4.55% | - | - |
| 2 | USHA MATANHELIA | 1,50,010 | 1.90% | 1,50,010 | 1.90% | - | - |
| 3 | SOMIL MATANHELIA | 3,19,400 | 4.04% | 3,19,400 | 4.04% | - | - |
| 4 | RACHNA MATANHELIA | 1,85,800 | 2.35% | 1,85,800 | 2.35% | - | - |
| 5 | SHOBHIT MATANHELIA | 4,36,600 | 5.53% | 4,36,600 | 5.53% | - | - |
| 6 | PARAMESHWARI DEVI MATANHELIA | 10,000 | 0.13% | 10,000 | 0.13% | - | - |
| 7 | PRAMOD MATANHELIA | 40,000 | 0.51% | 40,000 | 0.51% | - | - |
| 8 | VEENA DEVI MATANHELIA | 15,900 | 0.20% | 15,900 | 0.20% | - | - |
| 9 | DURGA PRASAD MATANHELIA | 40,000 | 0.51% | 40,000 | 0.51% | - | - |
| 10 | SAVITRI DEVI MATANHELIA | 10,000 | 0.13% | 10,000 | 0.13% | - | - |
| 11 | PANKAJ KUMAR MATANHELIA | 20,000 | 0.25% | 20,000 | 0.25% | - | - |
| 12 | MANOJ KUMAR MATANHELIA | 20,200 | 0.26% | 20,200 | 0.26% | - | - |
| 13 | SHYAM SUNDER KEDIA | 14,300 | 0.18% | 14,300 | 0.18% | - | - |
| 14 | JUGAL KISHORE MODI | 1,99,600 | 2.53% | 1,99,600 | 2.53% | - | - |
| 15 | MANOJ KUMAR | 35,300 | 0.45% | 35,300 | 0.45% | - | - |
| 16 | AJAYSHANKER AGARWAL | 19,900 | 0.25% | 19,900 | 0.25% | - | - |
| 17 | KRISHNA MURARILAL AGARWAL | 16,700 | 0.21% | 16,700 | 0.21% | - | - |
| 18 | KRISHNA MURARILAL AGARWAL | 8,200 | 0.10% | 8,200 | 0.10% | - | - |
| 19 | KRISHNA MURARILAL ARON | 13,800 | 0.17% | 13,800 | 0.17% | - | - |
| 20 | KUM CHETNA K AGARWAL | 7,400 | 0.09% | 7,400 | 0.09% | - | - |
| 21 | JIBRALTER TRADERS LIMITED | 3,39,300 | 4.29% | 3,39,300 | 4.29% | - | - |
| 22 | ATIT COMMERCIAL CO. PVT LTD | 2,54,700 | 3.22% | 2,54,700 | 3.22% | - | - |
| | Total | 25,16,620 | 31.85% | 25,16,620 | 31.85% | - | - |



ASIAN FERTILIZERS LIMITED

Notes forming part of the financial statements for the year ended March 31, 2023

| S. No. | Name of the Promoter | As at Mar 31,2022 | | As at Mar 31,2021 | | Changes during the year | |
|--------|------------------------------|-------------------|------------------|-------------------|------------------|-------------------------|---|
| | | No. of Shares | % of Shares held | No. of Shares | % of Shares held | No of shares | % |
| 1 | ASHOK KUMAR MATANHELIA | 3,59,510 | 4.55% | 3,59,510 | 4.55% | - | - |
| 2 | USHA MATANHELIA | 1,50,010 | 1.90% | 1,50,010 | 1.90% | - | - |
| 3 | SOMIL MATANHELIA | 3,19,400 | 4.04% | 3,19,400 | 4.04% | - | - |
| 4 | RACHNA MATANHELIA | 1,85,800 | 2.35% | 1,85,800 | 2.35% | - | - |
| 5 | SHOBHIT MATANHELIA | 4,36,600 | 5.53% | 4,36,600 | 5.53% | - | - |
| 6 | PARAMESHWARI DEVI MATANHELIA | 10,000 | 0.13% | 10,000 | 0.13% | - | - |
| 7 | PRAMOD MATANHELIA | 40,000 | 0.51% | 40,000 | 0.51% | - | - |
| 8 | VEENA DEVI MATANHELIA | 15,900 | 0.20% | 15,900 | 0.20% | - | - |
| 9 | DURGA PRASAD MATANHELIA | 40,000 | 0.51% | 40,000 | 0.51% | - | - |
| 10 | SAVITRI DEVI MATANHELIA | 10,000 | 0.13% | 10,000 | 0.13% | - | - |
| 11 | PANKAJ KUMAR MATANHELIA | 20,000 | 0.25% | 20,000 | 0.25% | - | - |
| 12 | MANOJ KUMAR MATANHELIA | 20,200 | 0.26% | 20,200 | 0.26% | - | - |
| 13 | SHYAM SUNDER KEDIA | 14,300 | 0.18% | 14,300 | 0.18% | - | - |
| 14 | JUGAL KISHORE MODI | 1,99,600 | 2.53% | 1,99,600 | 2.53% | - | - |
| 15 | MANOJ KUMAR | 35,300 | 0.45% | 35,300 | 0.45% | - | - |
| 16 | AJAYSHANKER AGARWAL | 19,900 | 0.25% | 19,900 | 0.25% | - | - |
| 17 | KRISHNA MURARILAL AGARWAL | 16,700 | 0.21% | 16,700 | 0.21% | - | - |
| 18 | KRISHNA MURARILAL AGARWAL | 8,200 | 0.10% | 8,200 | 0.10% | - | - |
| 19 | KRISHNA MURARILAL ARON | 13,800 | 0.17% | 13,800 | 0.17% | - | - |
| 20 | KUM CHETNA K AGARWAL | 7,400 | 0.09% | 7,400 | 0.09% | - | - |
| 21 | JIBRALTER TRADERS LIMITED | 3,39,300 | 4.29% | 3,39,300 | 4.29% | - | - |
| 22 | ATIT COMMERCIAL CO. PVT LTD | 2,54,700 | 3.22% | 2,54,700 | 3.22% | - | - |
| Total | | 25,16,620 | 31.85% | 25,16,620 | 31.85% | - | - |

(C) Terms and rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

| | 2022- 23 | 2021- 22 | NIL |
|---|----------------------|----------------------|-----|
| (D) Details of shareholders holding more than 5% shares in the company | %age (No. of Shares) | %age (No. of Shares) | |
| Shobhit Matanhelia | 5.53% 4,36,600 | 5.53% 4,36,600 | |
| (E) Equity Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the immediately preceding five years | NIL | | NIL |
| (F) Equity Shares allotted as fully paid up Bonus Shares during the immediately preceding five years | NIL | | NIL |
| (G) Equity shares buy-back in immediately preceding five years | NIL | | NIL |
| (H) Shares held by holding/ultimate holding company and/or their subsidiaries/ | NIL | | NIL |

14. Other equity

| Particulars | As at Mar 31, 2023 | As at Mar 31, 2022 |
|-------------------|--------------------|--------------------|
| | Rs. in Lacs | Rs. in Lacs |
| Capital Reserve | 20.00 | 20.00 |
| Retained Earnings | 1,020.76 | 861.30 |
| Total | 1,040.76 | 881.30 |

(A) Capital Reserve

It represent the gain of capital nature.

(B) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends paid or other distributions out of reserves to shareholders.

**ASIAN FERTILIZERS LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2023

15. Borrowing

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|---|-----------------------------------|-----------------------------------|
| Secured | | |
| Vehicle Loan from Bank | 23.41 | - |
| SBI Guaranteed Emergency Credit Line (GECL) | 60.73 | 156.82 |
| Total | 84.14 | 156.82 |

(i) Vehicle Loan is secured by the first charge on the Car financed and is repayable in Equated Monthly Instalments (EMIs). It carries interest of 9.65% p.a.

(ii) SBI (GECL) loan is secured against factory Land And Building situated at mauza Deokahi, Tappa Keotali, Pargana Haveli, Tahsil Chauri Chaura, Distt Gorakhpur. Loan carries Interest @ (EBLR) + 75 bps at present 7.40% p.a. subject to maximum 9.25% p.a. Loan is repayable in 36 Instalments starting from October 2021.

(iii) Amount of default as on the Balance Sheet date:

| | | |
|-----------------------|-----|-----|
| (a) Repayment of loan | NIL | NIL |
| (b) Interest on Loan | NIL | NIL |

16. Deferred tax liabilities (Net)

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|--|-----------------------------------|-----------------------------------|
| <i>Tax effect of items constituting deferred tax liability</i> | | |
| On difference between book balance and tax balance of fixed assets | 44.10 | 47.07 |
| Total Tax effect of items constituting deferred tax liability | 44.10 | 47.07 |
| <i>Tax effect of items constituting deferred tax assets</i> | | |
| Provision for leave encashment | 0.97 | 0.85 |
| Provision for gratuity | 16.01 | 14.73 |
| Provision for Bad Debts | 7.42 | 6.29 |
| Total Tax effect of items constituting deferred tax assets | 24.40 | 21.87 |
| Net Deferred Tax Liability | 19.70 | 25.20 |

17. Non-current Provisions

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|----------------------------|-----------------------------------|-----------------------------------|
| (a) Provision for Gratuity | 39.40 | 39.50 |
| Total | 39.40 | 39.50 |

18. Financial Liabilities - Current: Borrowings

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|--|-----------------------------------|-----------------------------------|
| Secured | | |
| Working Capital loans from banks | 812.54 | 531.17 |
| Current maturities of long term borrowings | 113.60 | 69.39 |
| Total | 926.14 | 600.56 |

Amount of default as on the Balance Sheet date:

| | | |
|-----------------------|-----|-----|
| (a) Repayment of loan | NIL | NIL |
| (b) Interest on Loan | NIL | NIL |

Security

(a) Working capital facilities are secured by first charge on all the current assets of the company and certain asset of the director. Loan is further secured by personal guarantee of promoter directors. It carries interest of 7.40% to 8.65% p.a. as at the end of the year.

**ASIAN FERTILIZERS LIMITED****Notes forming part of the financial statements for the year ended March 31, 2023****19. Financial Liabilities - Current: Trade Payable**

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|--|-----------------------------------|-----------------------------------|
| (a) Dues to micro and small enterprises (refer note below) | 0.57 | 1.16 |
| (b) Due to parties other than micro and small enterprises | 322.39 | 1,012.46 |
| Total | 322.96 | 1,013.62 |

Trade Payable ageing Schedule:

| Particulars | Not Due | Outstanding from due date/date of transaction | | | | Total Rs. In Lacs |
|-------------------------------------|---------------|---|-------------|-------------|----------------------|----------------------|
| | | Less than - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| As at March 31, 2023 | | | | | | |
| Undisputed Dues | | | | | | |
| (i) MSME (Micro and Small Entities) | - | 0.57 | | | | 0.57 |
| (ii) Others | 243.88 | 58.24 | | - | 20.27 | 322.39 |
| Disputed Dues | | | | | | |
| (i) MSME (Micro and Small Entities) | - | - | - | - | - | - |
| (ii) Others | - | - | - | - | - | - |
| Total | 243.88 | 58.81 | - | - | 20.27 | 322.96 |
| As at March 31, 2023 | | | | | | |
| Undisputed Dues | | | | | | |
| (i) MSME (Micro and Small Entities) | 0.78 | 0.38 | - | - | - | 1.16 |
| (ii) Others | 960.23 | 24.62 | 5.04 | 0.94 | 21.63 | 1,012.46 |
| Disputed Dues | | | | | | |
| (i) MSME (Micro and Small Entities) | - | - | - | - | - | - |
| (ii) Others | - | - | - | - | - | - |
| Total | 961.01 | 25.00 | 5.04 | 0.94 | 21.63 | 1,013.62 |

Note: The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the MSMED Act). According to the information available with the company, the following disclosures has been made in respect of dues to Micro and Small Enterprises:

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|--|-----------------------------------|-----------------------------------|
| (a) Principal amount and interest due thereon remaining unpaid to any supplier at the end of the year | | |
| Principal Amount | 0.57 | 1.16 |
| Interest due on above | - | 1.38 |
| (b) Amount of interest paid by the company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year | NIL | NIL |
| (c) 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 the MSMED Act | NIL | NIL |
| (d) the amount of interest accrued and remaining unpaid at the end of the year | NIL | NIL |
| (e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act | NIL | NIL |

20. Financial Liabilities - Current: Other Financial Liabilities

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|--|-----------------------------------|-----------------------------------|
| (a) Interest accrued and due on borrowings | - | - |
| (b) Interest accrued but not due on borrowings | - | - |
| Total | - | - |

**ASIAN FERTILIZERS LIMITED****Notes forming part of the financial statements for the year ended March 31, 2023****21. Other Current Liabilities**

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|-------------------------------------|-----------------------------------|-----------------------------------|
| (a) Payable for Capital Goods | 3.31 | 3.31 |
| (b) Security deposit from customers | 0.40 | 0.40 |
| (c) Advance from customers | 56.21 | 34.50 |
| (d) Other Liabilities | 86.05 | 108.96 |
| Total | <u>145.97</u> | <u>147.17</u> |

22. Current Liabilities: Provisions

| Particulars | As at Mar 31, 2023 Rs. in Lacs | As at Mar 31, 2022 Rs. in Lacs |
|------------------------------------|-----------------------------------|-----------------------------------|
| (a) Provision for Gratuity | 24.23 | 19.02 |
| (b) Provision for Leave Encashment | 3.87 | 3.37 |
| Total | <u>28.10</u> | <u>22.39</u> |

23. Revenue from operations

| Particulars | 2022- 23 Rs. in Lacs | 2021- 22 Rs. in Lacs |
|---|-------------------------|-------------------------|
| (a) Sales of product | 5,901.05 | 4,850.47 |
| (b) Other operating revenue | 2,158.69 | 2,508.77 |
| Revenue from operations | <u>8,059.74</u> | <u>7,359.24</u> |
| (c) <u>Breakup of Sales</u> | | |
| (i) SSP Fertilizer | 2,569.84 | 2,176.09 |
| (ii) Sulphuric Acid | 2,334.49 | 2,404.03 |
| (iii) Micro Nutrients | 15.03 | - |
| (iv) Trading item | 902.12 | 233.44 |
| (v) Revenue from Transportation | 79.57 | 36.91 |
| Total | <u>5,901.05</u> | <u>4,850.47</u> |
| | - | - |
| (d) <u>Details of other operating revenue</u> | | |
| (i) Subsidy | 2,158.69 | 2,508.77 |
| Total | <u>2,158.69</u> | <u>2,508.77</u> |

24. Other Income

| Particulars | 2022- 23 Rs. in Lacs | 2021- 22 Rs. in Lacs |
|------------------------------------|-------------------------|-------------------------|
| (a) Interest income | | |
| - from Fixed Deposit with Banks | 36.69 | 22.05 |
| (b) Miscellaneous Income | 10.99 | 15.60 |
| (c) Profit on sale of Fixed Assets | 1.43 | - |
| (d) Rent | 3.00 | 3.00 |
| Total | <u>52.11</u> | <u>40.65</u> |

**ASIAN FERTILIZERS LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2023

25. Cost of material consumed

| Particulars | 2022- 23 | | 2021- 22 | |
|------------------------------------|-------------|-----------------|-------------|-----------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| (a) Raw Material consumed | | | | - |
| (i) Rock Phosphate (indigenous) | 0.42 | | 51.41 | |
| (ii) Rock Phosphate (imported) | 2,594.47 | | 1,965.31 | |
| (iii) Sulphur | 2,144.64 | | 2,312.13 | |
| (iv) Micronutrients' Raw Materials | 49.80 | | - | |
| | | 4,789.33 | | 4,328.85 |
| (b) Stores & Spares Consumed | | 173.37 | | 226.13 |
| (c) Packing Materials Consumed | | 108.21 | | 96.04 |
| Total | | <u>5,070.91</u> | | <u>4,651.02</u> |

26. Purchase of Stock in Trade

| Particulars | 2022- 23 | | 2021- 22 | |
|---------------------------------|-------------|---------------|-------------|---------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| (a) Purchase of Sulphuric Acid | | 402.16 | | 168.40 |
| (b) Purchase of Laminated Sheet | | - | | 23.46 |
| (c) Purchase of Spent | | 6.29 | | |
| (d) Purchase of Sulphur | | 253.15 | | - |
| | | <u>661.60</u> | | <u>191.86</u> |

27. Decrease/ (Increase) in Inventories

| Particulars | 2022- 23 | | 2021- 22 | |
|---|-------------|--------------|-------------|---------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| Inventories at the commencement of the year | | | | |
| (a) Finished Goods | 227.34 | | 364.40 | |
| (b) Work in process | 408.45 | | 801.61 | |
| (c) Stock in Trade | 20.97 | | 29.81 | |
| (d) Scrap | 7.50 | | 15.00 | |
| TOTAL | | 664.26 | | 1,210.82 |
| Inventories at the end of the year | | | | |
| (a) Finished Goods | 453.56 | | 227.34 | |
| (b) Work in process | 102.19 | | 408.45 | |
| (c) Stock in trade | 20.97 | | 20.97 | |
| (d) Scrap | 7.50 | | 7.50 | |
| TOTAL | | 584.22 | | 664.26 |
| Decrease/(Increase) in Stocks (A-B) | | <u>80.04</u> | | <u>546.56</u> |

28. Employee benefit expense

| Particulars | 2022- 23 | | 2021- 22 | |
|---|-------------|---------------|-------------|---------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| (a) Salary, Wages and Bonus | | 217.29 | | 177.11 |
| (b) Directors Remuneration | | 132.00 | | 120.75 |
| (c) Contribution to Provident and other funds | | 8.44 | | 7.94 |
| (d) Defined benefit plan expenses - Gratuity | | 5.23 | | 5.77 |
| (e) Security Expenses | | 18.65 | | 18.16 |
| (f) Workmen and Staff Welfare expenses | | 10.60 | | 7.43 |
| | | <u>392.21</u> | | <u>337.16</u> |

29. Finance cost

| Particulars | 2022- 23 | | 2021- 22 | |
|--------------|-------------|---------------|-------------|--------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| Interest on | | | | |
| - Term Loan | 0.01 | | 0.08 | |
| - Others | 84.69 | | 68.04 | |
| | | 84.70 | | 68.12 |
| Bank Charges | | 27.07 | | 18.94 |
| Total | | <u>111.77</u> | | <u>87.06</u> |

**ASIAN FERTILIZERS LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2023

30. Depreciation and Amortisation Expenses

| Particulars | 2022- 23 | 2021- 22 |
|--|--------------|--------------|
| | Rs. in Lacs | Rs. in Lacs |
| (a) Depreciation/Amortisation on Tangible Assets | 52.89 | 50.35 |
| (b) Amortisation of Intangible assets | - | - |
| Total | <u>52.89</u> | <u>50.35</u> |

31. Other expenses

| Particulars | 2022- 23 | | 2021- 22 | |
|---|--------------|-----------------|---------------|-----------------|
| | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs | Rs. in Lacs |
| Power and Fuel | | 480.89 | | 368.32 |
| Repairs and Maintenance | | | | |
| - Building | 31.46 | | 16.17 | |
| - Machinery | <u>96.20</u> | 127.66 | <u>113.90</u> | 130.07 |
| Rent | | 17.17 | | 16.24 |
| Rates and Taxes | | 11.57 | | 4.87 |
| Insurance | | 14.58 | | 13.70 |
| Communication cost | | 3.27 | | 3.13 |
| Travelling and Conveyance | | 56.98 | | 26.76 |
| Repairs and Maintenance - Others | | 26.46 | | 14.89 |
| Printing and Stationery | | 2.86 | | 12.38 |
| Legal and Professional Charges | | 12.11 | | 13.47 |
| Listing fees | | 2.00 | | 3.00 |
| Sitting Fee | | 4.05 | | 6.20 |
| Auditor's Remuneration (refer note below) | | 1.30 | | 1.30 |
| Cost Audit fee | | 0.70 | | 0.50 |
| Forwarding Expenses | | 731.71 | | 582.87 |
| Business Promotion | | 9.40 | | 10.61 |
| Advertisement and Publicity | | 2.89 | | 1.59 |
| Charity & Donation | | 1.40 | | 1.01 |
| Provisions for Expected Credit Loss | | 4.49 | | 4.86 |
| Miscellaneous Expenses | | 7.50 | | 12.94 |
| Total | | <u>1,518.99</u> | | <u>1,228.71</u> |
| (a) Auditor's remuneration comprises: | | | | |
| As auditor | | 1.00 | | 1.00 |
| For other services | | <u>0.30</u> | | <u>0.30</u> |
| | | <u>1.30</u> | | <u>1.30</u> |

32. Earning per share (EPS)

| | | |
|---|-----------|-----------|
| (a) Profit for the year (Rs. In Lacs) | 161.11 | 230.19 |
| (b) Weighted average number of equity shares for the purpose of calculation of Basic and Diluted EPS (in nos) | 79,01,500 | 79,01,500 |
| (c) Nominal value of equity shares (Rupee) | 10.00 | 10.00 |
| (d) EPS- Basic and diluted (Rupee per share) | 2.04 | 2.91 |

33. Capital and other commitments

| Particulars | (Rs. in Lacs) | |
|---|----------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| i. Estimated value of contracts remaining to be executed on capital account (net of advances) | NIL | NIL |
| ii. Other Commitments | NIL | NIL |

**ASIAN FERTILIZERS LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2023

(Rs. in Lacs)

| Particulars | March 31, 2023 | March 31, 2022 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

34. Contingent liabilities

| | | | |
|-----|--|--------|--------|
| i. | Claim against the company not acknowledged as debt | | |
| | - Excise duty including penalty (under litigation) | 5.00 | 5.00 |
| | - Commercial tax (Entry Tax) | 5.55 | 5.55 |
| | - Others | 152.51 | 152.51 |
| ii. | Guarantees given by Banks | 100.00 | 100.00 |

35. Disclosure pursuant to Ind AS 19" Employee Benefits":**(a) Defined Contribution Plan**

The employees of the Company are members of a state-managed retirement benefit plans namely Provident fund and Pension and Employee State Insurance (ESI) operated by the Government of India. The Company is required to contribute a specified percentage of payroll costs to the retirement benefit and ESI schemes.

The only obligation of the company with respect to such retirement and other benefit plan is to make the specified contributions.

The Company has recognized the following amounts in the Income Statement during the year under 'Contribution to staff provident and other funds' (refer note 27)

| Particulars | Rs. in Lacs | |
|---------------------------------------|-------------|---------|
| | 2022-23 | 2021-22 |
| Employer's contribution to PF and FPF | 7.04 | 6.67 |
| Employer's contribution to ESIC | 1.40 | 1.27 |
| Total | 8.44 | 7.94 |

(b) Defined Benefit Plan

The employees Gratuity Fund Scheme, which is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

| Particulars | Rs. in Lacs | |
|--|---------------------------------------|---------------------------------------|
| | Gratuity (Unfunded) March 31, 2023 | Gratuity (Unfunded) March 31, 2022 |
| (A) Movements in present value of defined benefit obligation | | |
| Obligations as at beginning of the year | 58.52 | 58.64 |
| Current service cost | 2.78 | 2.86 |
| Interest cost | 3.07 | 2.91 |
| Past Service Cost | - | - |
| Plan amendment | - | - |
| Remeasurement {or Actuarial (gain)/Loss} | 2.21 | (1.71) |
| Benefits paid | (2.94) | (4.18) |
| Present value of defined benefit obligation as at end of the year | 63.64 | 58.52 |
| (B) Movements in the fair value of plan assets | | |
| Fair value of plan assets at beginning of the year | - | - |
| Actual contributions by the employer | 2.94 | 4.18 |
| Benefits paid | (2.94) | (4.18) |
| Fair value of plan assets as at end of the year | - | - |
| (C) Amount recognized in the balance sheet | | |
| Present value of defined benefit obligation as at end of the year | 63.64 | 58.52 |
| Fair value of plan assets as at end of the year | - | - |
| Funded status {Surplus/(deficit)} | (63.64) | (58.52) |
| Net asset/(liability) recognised in balance sheet | (63.64) | (58.52) |
| Net asset/(liability) recognised in balance sheet at beginning of the year | 58.52 | 58.64 |
| Expense recognised in Statement of Profit and Loss | 5.85 | 5.77 |
| Expense recognised in Other Comprehensive Income | 2.21 | (1.71) |
| Actual contributions by the employer | 2.95 | 4.18 |
| Net acquisition/business combination | - | - |
| Net asset/(liability) recognised in balance sheet at end of the year | 63.63 | 58.52 |



ASIAN FERTILIZERS LIMITED

Notes forming part of the financial statements for the year ended March 31, 2023

| | | | | | |
|-----|---|---------------|--------|---------------|--------|
| (D) | Amounts recognized in the statement of profit and loss | | | | |
| | Current service cost | | 2.78 | | 2.86 |
| | Interest cost | | 3.07 | | 2.91 |
| | Total | | 5.85 | | 5.77 |
| (E) | Amounts recognised in other comprehensive income | | | | |
| | Actuarial (gain) / loss due to | | | | |
| | - change in financial assumption | | (2.46) | | (1.16) |
| | - experience variance | | 4.66 | | (0.55) |
| | Total | | 2.20 | | (1.71) |
| (F) | Category of plan assets | N.A. | | N.A. | |
| (G) | Sensitivity analysis | | | | |
| | DBO on base assumptions | | 63.64 | | 58.52 |
| | A. Discount Rate | | | | |
| | 1. Effect due to 0.50% increase in discount rate | -1.52% | 62.67 | -2.31% | 57.40 |
| | 2. Effect due to 0.50% decrease in discount rate | 1.54% | 64.62 | 2.41% | 59.68 |
| | B. Salary Escalation Rate | | | | |
| | 1. Effect due to 0.50% increase in salary escalation rate | 1.56% | 64.63 | 2.42% | 59.68 |
| | 2. Effect due to 0.50% decrease in salary escalation rate | -1.56% | 62.65 | -2.31% | 57.39 |
| | C. Withdrawal Rate | | | | |
| | 1. Effect due to 10% increase in withdrawal rate | 0.06% | 63.68 | 0.06% | 58.55 |
| | 2. Effect due to 10% decrease in withdrawal rate | -0.11% | 63.57 | -0.05% | 58.49 |
| (H) | Risk Exposure - Asset Volatility | | | | |
| | There is no such risk in view of the liability is unfunded as at the balance sheet date. | | | | |
| (I) | Actuarial assumptions | | | | |
| | Actuarial valuation as at the year-end was done in respect of the aforesaid defined benefit plans based on the following assumptions: | | | | |
| | i) General assumptions | | | | |
| | - Discount rate (per annum) | | 7.30% | | 6.10% |
| | - Withdrawal rate | | 2.00% | | 2.00% |
| | - Rate of increase in compensation | | 6.00% | | 6.00% |
| | ii) Mortality rates considered are as per the published rates in the India Assured Lives Mortality (2012-14) Ultimate. | | | | |
| | iii) Leave policy: Leave balance as at the valuation date and each subsequent year following the valuation date to the extent not availed by the employee accumulated up to 31st December 2022 is available for encashment on separation from the Company up to a maximum of 30 days. | | | | |
| | iv) The discount rate should be based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities. | | | | |
| | v) The assumption of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion, supply and demand and other relevant factors. | | | | |
| | vi) Short term compensated absences have been provided on actual basis. | | | | |
| (J) | i) Expected contributions to post-employment benefit plans in next year | Rs 24.23 Lacs | | Rs 19.02 Lacs | |
| | i) Expected contributions to post-employment benefit plans in next year | NIL | | NIL | |
| | ii) The weighted average duration of the defined benefit obligation is 3.09 years. The expected maturity analysis of undiscounted gratuity benefits is as follows: | | | | |
| | | | | Rs. in Lacs | |
| | Period | 31.03.2023 | | 31.03.2022 | |
| | 0 to 4 years | 1.00 | | 1.21 | |
| | 4 to 10 years | 1.73 | | 1.59 | |
| | 10 to 15 years | 3.90 | | 3.64 | |
| | 15 & Above | 54.82 | | 49.38 | |
| | Accrued Gratuity for Left employees | 2.19 | | 2.70 | |
| | Total | 63.64 | | 58.52 | |

36. Expenditure on Corporate Social Responsibility (CSR)

Provisions of the Companies Act, 2013 in respect of Corporate Social Responsibility (CSR) is not applicable to the company.

37. Expenditure on Research and Development

| | Rs. In Lacs | |
|---------------------|-------------|---------|
| Particulars | 2022-23 | 2021-22 |
| Capital Expenditure | - | - |
| Revenue Expenditure | - | - |
| Total | - | - |



ASIAN FERTILIZERS LIMITED

Notes forming part of the financial statements for the year ended March 31, 2023

38. Disclosure pursuant to Ind AS 17" Leases":

- (a) Where the company is Lessor
- i. Operating Lease: The Company has not entered into any such operating lease.
 - ii. Finance Lease: The Company has not entered into any finance lease.
- (b) Where the company is Lessee
- i. Finance Lease: The Company has not entered into any finance lease.
 - ii. Operating Lease: The Company has not entered into any non-cancellable operating leases.

39. Financial Instruments

(i) Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The capital structure of the company consists of debt, which includes the borrowings including temporary overdrawn balance , cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under:

(Rs. In Lacs)

| Particulars | | As at March 31, 2023 | As at March 31, 2022 |
|--------------------------------|--|----------------------|----------------------|
| Debt | | 1,010.28 | 757.38 |
| Less: Cash and cash equivalent | | 20.83 | 12.85 |
| Net debt (A) | | 989.45 | 744.53 |
| Total equity (B) | | 1,830.91 | 1,671.45 |
| Debt Equity Ratio (A/B) | | 0.54 | 0.45 |

(ii) Categories of financial instruments

Calculation of Fair Values

The fair values of the financial assets and liabilities are defined as 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 following methods and assumptions were used to estimate the fair values of financial instruments:

- a) The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date. However there is no such investment as at the balance sheet date.
- b) The fair value of bank borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- c) Cash and cash equivalents, trade receivables, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

(Rs. In Lacs)

| Particulars | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|------------|----------------------|------------|
| | Carrying value | Fair value | Carrying value | Fair value |
| <u>Financial Assets</u> | | | | |
| Financial assets measured at fair value | | | | |
| Financial assets measured at amortized cost | | | | |
| Trade Receivables | 352.95 | | 407.83 | |
| Cash and cash equivalents | 20.83 | | 12.85 | |
| Bank balances other than cash and cash equivalents | 76.39 | | 676.13 | |
| Loans | 364.24 | | 24.73 | |
| Other financial assets | 2.37 | | 5.33 | |
| Total | 816.78 | - | 1,126.87 | - |
| <u>Financial Liabilities</u> | | | | |
| Financial liabilities measured at amortized cost | | | | |
| Borrowings | 926.14 | - | 600.56 | - |
| Trade payables | 322.39 | - | 1,012.46 | - |
| Other financial liabilities | - | - | - | - |
| Total | 1,248.53 | - | 1,613.02 | - |



ASIAN FERTILIZERS LIMITED
Notes forming part of the financial statements for the year ended March 31, 2023

| (iii) Income, expenses, gains or losses on financial instruments | | Rs. In Lacs | |
|--|--------------------------------------|--------------------------------------|--|
| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 | |
| Financial assets measured at amortized cost | | | |
| Allowances for doubtful receivables | 4.49 | 4.86 | |
| Financial assets measured at fair value through Profit and Loss | | | |
| - Fair value gain/ (loss) on investments in equity instruments | - | - | |
| Financial assets measured at fair value through Other Comprehensive Income | | | |
| - Fair value gain/ (loss) on investments in equity instruments | - | - | |

Fair value measurements recognized in the balance sheet:
The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.
-Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
-Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
-Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(iii) Financial risk management objectives:
The Company's principal financial liabilities comprise of loan from banks and financial institutions, and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.
The main risks arising from Company's financial instruments are foreign currency risk, credit risk, market risk, interest rate risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

(a) Credit risk:
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade and Other receivables
Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 90 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.
The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Expected credit loss assessment for customers:
The company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

| (Rs. In Lacs) | | |
|--|---------|---------|
| Particulars | 2022-23 | 2021-22 |
| Opening Balance | 24.99 | 20.13 |
| Impairment loss as per ECL recognised/(reversed) | 4.49 | 4.86 |
| Additional Provision | - | - |
| Amounts written off as bad debts | - | - |
| Closing Balance | 29.48 | 24.99 |

Other financial assets
The Company maintains exposure in cash and cash equivalents and term deposits with banks.
The Company held cash and cash equivalents of Rs. 20.83 Lacs at March 31, 2023 (March 31, 2022: Rs. 12.85 Lacs). Cash and cash equivalents are held with reputable and credit-worthy banks.
Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired



ASIAN FERTILIZERS LIMITED

Notes forming part of the financial statements for the year ended March 31, 2023

(b) Market risk:

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

(I) Foreign currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Company's exposure is mainly denominated in USD on account of Imports. The exchange rates have changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks. The Company uses derivative instruments (mainly foreign exchange forward contracts) to mitigate the risk of changes in foreign currency exchange rate.

The Company do not use derivative financial instruments for trading or speculative purposes.

(II) Interest rate risk:

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short-term loans.

Interest rate sensitivity analysis:

As at March 31, 2023 interest bearing financial liability (secured loan from banks) stood at Rs. 1010.28 Lacs, was subject to variable interest rates. Increase/decrease of 50 basis points in interest rates at the balance sheet date would result in decrease/increase in profit before tax of Rs. 5.05 lacs

The risk estimates provided assume a parallel shift of 50 basis points interest rate. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Fair value of financial instruments:

All financial assets are initially recognized at fair value of consideration paid. Subsequently, financial assets are carried at fair value or amortized cost less impairment. Where non – derivative financial assets are carried at fair value, gains and losses on re- measurement are recognized directly in equity unless the financial assets have been designated as being held at fair value through profit or loss, in which case the gains and losses are recognized directly in the standalone statement of profit and loss. Financial assets are designated as being held at fair value through profit or loss when it is necessary to reduce measurement inconsistency for related assets and liabilities. All financial liabilities other than derivatives are initially recognized at fair value of consideration received net of transaction costs as appropriate (initial cost) and subsequently carried at amortized cost.

(III) Liquidity risk:

The Company follows a Conservative policy of ensuring sufficient liquidity at all times through a strategy of profitable growth, efficient liquidity at all times through a strategy of profitable growth, efficient working capital management as well as prudent capital expenditure. The Company has a overdraft facility with banks to support any temporary funding requirements.

The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

Liquidity table:

Liquidity tables drawn up based on the cash flows of financial liabilities based on the earliest date on which the Company can be required to pay is disclosed at Note no. 47.

(IV) Other price risk:

The Company is not exposed to any significant equity price risks arising from equity investments, as on 31st March 2023. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

(V) Equity price sensitivity analysis:

There is no exposure to equity price risks as at the reporting date or as at the previous reporting date.

40. There is no amount due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2023

**ASIAN FERTILIZERS LIMITED****Notes forming part of the financial statements for the year ended March 31, 2023****41. Disclosure of related parties/related party transactions/balances pursuant to Ind AS 24" Related Party Disclosures"**

- (i) Joint Venture and Associates: NIL
- (ii) Key Management Person (KMP) & relative of such persons
- a) Sri Ashok Kumar Matanhelia, Managing Director
 - b) Sri Somil Matanhelia, Whole Time Director
 - c) Sri Shobhit Matanhelia, Whole Time Director
 - d) Smt Usha Matanhelia, Women Director
 - e) M/s Pashupati Roadways (Sri Somil Matanhelia, Whole Time Director interested as Proprietor)
 - f) Sri Shashi Kumar Srivastava, CFO
 - g) Ms. Kunika Meghani, Company Secretary
- (iii) Person(s) having control/significance influence over the company and other enterprises and relatives of such person(s):
- a) Vibrant Laminate Private Limited
 - b) Purvanchal Acid Private Limited
 - c) M/s Pashupati Enterprises

| Transactions with related parties Name of related party (Nature of Transaction) | Rs. in Lacs | |
|---|------------------------|------------------------|
| | 2022-23/ 31.03.2023 | 2021-22/ 31.03.2022 |
| i. Key management personnel and their relatives | | |
| - Remuneration | | |
| - Sri Ashok Kumar Matanhelia | 54.00 | 49.50 |
| - Sri Somil Matanhelia | 48.00 | 43.50 |
| - Sri Shobhit Matanhelia | 30.00 | 27.75 |
| - Shashi Kumar Srivastava | 1.87 | 1.68 |
| -Smt. Usha Matanhelia (sitting fee) | 0.80 | 1.40 |
| -Ms. Kunika Meghani | 2.16 | 1.52 |
| - Rent paid | | |
| - Smt. Usha Matanhelia | 14.40 | 14.40 |
| - Rent received | | |
| - M/s Pashupati Enterprises | 3.00 | 3.00 |
| - Rent receivable | | |
| - M/s Pashupati Enterprises | 0.17 | 0.17 |
| - Freight paid | | |
| - M/s Pashupati Roadways | 375.39 | 240.86 |
| - Investment made during the year | | |
| -Purvanchal Acid Pvt. Ltd. | 0.00 | 80.00 |
| - Investment (As at the year end) | | |
| - Vibrant Laminate Private Limited | 133.00 | 133.00 |
| -Purvanchal Acid Pvt. Ltd. | 80.00 | 80.00 |
| - Purchase | | |
| - Vibrant Laminate Private Limited | - | 6.50 |
| -Purvanchal Acid Pvt. Ltd. | 483.87 | 1.53 |
| - Sales | | |
| - Vibrant Laminate Private Limited | 0.55 | 3.10 |
| -Purvanchal Acid Pvt. Ltd. | 157.97 | 0.54 |
| Outstanding receivable/(Payable) at the end of year | | |
| - M/s Pashupati Roadways | -3.98 | 12.74 |
| -Vibrant laminate Private Limited | 0.67 | - |
| -Purvanchal Acid Pvt. Ltd. | 0.94 | 0.54 |
| (v) No amount has been written off/back or provided as doubtful debts during the year in respect of related parties. | | |
| (vi) Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above. | | |
| (vii) Remuneration to Whole Time Directors | | |
| Particulars | 2022-23 | 2021-22 |
| (a) Short Term Employee Benefits (Salary) | 132.00 | 120.75 |
| (b) Contribution to defined contribution plan | - | - |
| Total | 132.00 | 120.75 |

42. Disclosure pursuant to Ind AS 37" Provisions, Contingent Liabilities and Contingent assets":

The company has recognised contingent liabilities as disclosed in Note 34 above and as such no provision is required to be made. No provision was outstanding as at the beginning and at the end of the year.



ASIAN FERTILIZERS LIMITED
Notes forming part of the financial statements for the year ended March 31, 2023

43. Disclosure pursuant to Ind AS 105 “Non-current assets held for sale and discontinued operations”:
There are no such asset held for sale and discontinued operations.

44. Tax Expenses

| (Rs. In Lacs) | | |
|---|---------|---------|
| (a) Amounts recognized in profit and loss | | |
| Particulars | 2022-23 | 2021-22 |
| <u>Current tax expense</u> | | |
| Current year | 60.73 | 81.68 |
| Changes in estimates relating to prior years | 6.54 | 9.70 |
| | 67.27 | 91.38 |
| <u>Deferred tax expense</u> | | |
| Origination and reversal of temporary differences | (4.94) | (14.40) |
| Change in tax rate | - | - |
| Recognition of previously unrecognized tax losses | - | - |
| | (4.94) | (14.40) |
| Tax expense recognized in the income statement | 62.33 | 76.98 |

| (Rs. In Lacs) | | |
|---|---------|---------|
| (b) Amounts recognized in other comprehensive income | | |
| Particulars | 2022-23 | 2021-22 |
| Items that will not be reclassified to profit or loss | | |
| - Remeasurement of the defined benefit plans | (2.21) | 1.71 |
| Tax Expense/Benefit | 0.56 | (0.43) |
| Net of Tax | (1.65) | 1.28 |

| (Rs. In Lacs) | | | |
|--|---------|---|---------|
| (c) Reconciliation of tax expense and accounting profit multiplied by domestic tax rate applicable in India: | | | |
| Particulars | 2022-23 | | 2021-22 |
| Profit before tax | 223.44 | | 307.17 |
| Corporate tax rate as per Income Tax Act, 1961 | 25.17% | | 25.17% |
| Tax on Accounting profit | 56.24 | | 77.31 |
| (i) Tax on income exempt from tax: | - | | - |
| (ii) Tax on expenses not tax deductible expenses | - | | - |
| (iii) Tax effect on various other items including excess/ short provision of earlier years | 6.09 | | (0.33) |
| Total effect of tax adjustments [(i) to (iii)] | 6.09 | | (0.33) |
| Tax expense recognised during the year | 62.33 | | 76.98 |
| Effective tax rate | 27.90% | - | 25.06% |

(d) (i) Unused tax losses for which no deferred tax asset is recognised in the Balance Sheet NIL
(ii) Unrecognised deductible temporary differences for which no deferred tax asset is recognised in Balance Sheet NIL

| (e) Components of deferred tax (assets) and liabilities recognised in Balance Sheet and Statement of Profit or Loss: | | | | | |
|--|---------------------|------------|------------|----------------------------|---------|
| Particulars | Balance Sheet as at | | | Statement of Profit & Loss | |
| | 31.03.2023 | 31.03.2022 | 31.03.2021 | 2022-23 | 2021-22 |
| Difference between book balance and tax balance of fixed assets | 44.10 | 47.07 | 51.04 | (2.97) | (3.97) |
| Provision for gratuity | (16.01) | (14.73) | (5.95) | (1.28) | (8.78) |
| Provision for leave encashment | (0.97) | (0.85) | (0.85) | (0.12) | - |
| Losses and depreciation | - | - | - | - | - |
| MAT Credit | - | - | - | - | - |
| Provision for Bad debts (including ECL) | (7.42) | (6.29) | (5.07) | (1.13) | (1.22) |
| Net Deferred Tax (asset) liability | 19.70 | 25.20 | 39.17 | | |
| Deferred Tax expense/(income) | | | | (5.50) | (13.97) |
| - Recognised in Statement of Profit & Loss | | | | (4.94) | (14.40) |
| - Recognised in Other Comprehensive Income | | | | (0.56) | 0.43 |

| (f) Reconciliation of deferred Tax (Asset) Liability | | |
|--|----------|----------|
| Particulars | 2022- 23 | 2021- 22 |
| Opening Balances | 25.20 | 39.17 |
| Tax (income)/expense during the period recognised in: | | |
| - Statement of Profit and Loss in Profit or Loss section | (4.94) | (14.40) |
| - Statement of Profit and Loss under OCI section | (0.56) | 0.43 |
| Closing Balances | 19.70 | 25.20 |



ASIAN FERTILIZERS LIMITED
Notes forming part of the financial statements for the year ended March 31, 2023

45. Disclosure pursuant to Ind AS 108" Operating Segment"
The company is operating mainly in single segment i.e. Fertilizers & allied products; hence no disclosure is required in terms of Ind AS 108.
46. Foreign Currency Exposure hedged and un-hedged as at the balance sheet date is as under
(a) Foreign Currency Exposure un-hedged as at the balance sheet date is as under:
(Foreign Currency in Lacs)

| PARTICULARS | USD | |
|--|---------|---------|
| | 2022-23 | 2021-22 |
| Trade Payable (including outstanding covered under LC) | - | 10.80 |

(b) Derivative Instrument Outstanding (Forward Contract for hedging)

| PARTICULARS | USD | |
|---|---------|---------|
| | 2022-23 | 2021-22 |
| No such exposure as at the balance sheet date | NIL | NIL |
47. Disclosure pursuant to Ind AS 1 "Presentation of Financial Statements".
(a) Current liabilities and borrowings expected to be settled within twelve months and after twelve months from the reporting date:
Rs in Lacs

| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
|-----------------------------|----------------------|---------------------|----------|----------------------|---------------------|----------|
| | Within twelve months | After twelve months | Total | Within twelve months | After twelve months | Total |
| Borrowings | 926.14 | 84.14 | 1,010.28 | 600.56 | 156.82 | 757.38 |
| Trade payables | 322.39 | - | 322.39 | 1,012.46 | - | 1,012.46 |
| Other financial liabilities | - | - | - | - | - | - |

(b) Current assets expected to be recovered within twelve months and after twelve months from the reporting date:
Rs in Lacs

| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
|------------------------|----------------------|---------------------|----------|----------------------|---------------------|----------|
| | Within twelve months | After twelve months | Total | Within twelve months | After twelve months | Total |
| Inventories | 1,408.41 | - | 1,408.41 | 1,637.21 | - | 1,637.21 |
| Trade Receivable | 352.95 | - | 352.95 | 407.83 | - | 407.83 |
| Loans | 404.62 | - | 404.62 | 24.73 | - | 24.73 |
| Other Financial Assets | 2.37 | - | 2.37 | 5.33 | - | 5.33 |
| Other Current Assets | 355.92 | - | 355.92 | 189.20 | - | 189.20 |
48. Disclosure as per Section 186 (4) of the Companies Act, : 2013
Rs in Lacs

| Name of the company | Relationship | Amount Outstanding as at March 31 | | Percentage to the total Loans & Advances in the nature of Loans | | Balance as at Maximum outstanding during the year | |
|---------------------------------|---------------|-----------------------------------|--------|---|---------|---|---------|
| | | 2023 | 2022 | 2023 | 2022 | 2022-23 | 2021-22 |
| | | | | | | | |
| Aditya Enterprises | Other | 5.03 | 24.73 | 1.24% | 100.00% | 23.77 | 20.42 |
| Uttarak Industries Pvt. Ltd. | Other | 109.00 | - | 26.94% | 0.00% | 109.00 | |
| Vibrant Laminate Pvt. Ltd. | Related party | 250.21 | - | 61.84% | 0.00% | 271.00 | |
| Vibrant Laminate Pvt. Ltd. | Related party | 133.00 | 133.00 | N.A | N.A | 133.00 | 133.00 |
| Purvanchal Acid Private Limited | Related party | 80.00 | 80.00 | N.A | N.A | 80.00 | 80.00 |

* Above balance include interest accrued wherever charged on Loans.
The aforesaid loans has been given to meet the working capital requirements and the same has been utilised for the same purposes.

b) Investments: refer Note No. 3 (i) & (ii)
49. Additional Regulatory Information
Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.
(a) Title deeds of Immovable Property not held in name of the Company
All immovable properties are held in the name of the company.
(b) Fair Value of Investment Property
The Company do not have any Investment property.
(c) Revaluation of Property, Plant & Equipment and Intangible Assets



The Company has not revalued any of its Property, Plant & Equipment and Intangible Asset, during the year.

(d) Details of Benami Property held

The company do not have any Benami Property, where any proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

ASIAN FERTILIZERS LIMITED

Notes forming part of the financial statements for the year ended March 31, 2023

(e) Borrowings from banks or financial institutions on the basis of security of current assets

The Company has a Working Capital limit of Rs 1870 Lacs from SBI , comprising of Fund-based limits of Rs. 1070 Lacs and non-fund-based limits of Rs 800 Lacs. For the said facility, the Company has submitted Stock and debtors statement to the bank on monthly basis as also the Quarterly Information Statements. The difference between value as per books of accounts and as per quarterly statements submitted with lenders are as under:

| (Rs. In Lacs) | | | | |
|--------------------|--------------------------------|--|------------|---|
| Quarter ending | Value as per Books of Accounts | Value as per quarterly statements submitted with lenders | Difference | Reason for Difference |
| June 30, 2022 | 2,481.06 | 3,430.07 | -949.01 | The differences are there because the statement filed with the lenders are based on financial statements prepared on provisional basis. |
| September 30, 2022 | 2,015.48 | 2,596.74 | -581.26 | |
| December 31, 2022 | 2,322.41 | 3,143.19 | -820.78 | |
| March 31, 2023 | 1,761.36 | 2,072.16 | -310.80 | |
| June 30, 2021 | 2,453.40 | 2,424.24 | 29.16 | The differences are there because the statement filed with the lenders are based on financial statements prepared on provisional basis. |
| September 30, 2021 | 2,230.00 | 2,317.05 | -87.05 | |
| December 31, 2021 | 1,926.32 | 2,315.10 | -388.78 | |
| March 31, 2022 | 2,082.25 | 2,520.18 | -437.93 | |

(f) Wilful Defaulter

The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.

(g) Relationship with Struck off Companies

The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act,1956.

(h) Registration of charges or satisfaction thereof with Registrar of Companies

There is no charges or satisfaction thereof yet to be registered with Registrar of Companies beyond the statutory period as on the date of Balance Sheet.

(i) Compliance with number of layers of companies

There is no non-compliance of provisions regarding the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(j) The company has not advanced or loaned or invested funds to any other person(s) or entity (is), including foreign entities (intermediaries), with the understanding that the intermediary shall;

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(k) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(l) Undisclosed income

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

(m) Details of Crypto Currency or Virtual Currency

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

(n) Compliance with approved Scheme(s) of Arrangements

During the year, no Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.



ASIAN FERTILIZERS LIMITED
Notes forming part of the financial statements for the year ended March 31, 2023

(o) Ratios

| Particulars | Year ended March 31, 2023 | | Year ended March 31, 2022 | | Variance and Reason | |
|--|----------------------------|-------|----------------------------|--------|---------------------|----------|
| | Numerator | Ratio | Numerator | Ratio | Variance | Reason |
| | Denominator Rs. In Lacs | | Denominator Rs. In Lacs | | | |
| (a) Current Ratio (in times) | 2,581.11 | 1.81 | 2,953.28 | 1.63 | 11.05% | N. A. |
| Current assets / Current liabilities | 1,425.24 | | 1,810.94 | | | |
| (b) Debt-Equity Ratio (in times) | 1,010.28 | 0.55 | 757.38 | 0.45 | 21.77% | N. A. |
| Total Debt / Shareholder's Equity | 1,830.91 | | 1,671.45 | | | |
| (c) Debt Service Coverage Ratio (in times) | 298.70 | 0.88 | 348.66 | 1.09 | -19.06% | N. A. |
| Earnings available for Debt service / Debt service | 337.60 | | 318.94 | | | |
| (d) Return on Equity Ratio (in %) | 161.11 | 9.20% | 230.19 | 14.80% | -37.82% | Note: o1 |
| [Net Profits after taxes – Preference Dividend (if any)] / Average Shareholder's Equity | 1,751.18 | | 1,555.72 | | | |
| (e) Inventory turnover ratio (in times) | 8,059.74 | 5.29 | 7,359.24 | 4.71 | 12.43% | N. A. |
| Sales/ Average Inventory | 1,522.81 | | 1,563.33 | | | |
| (f) Trade Receivables turnover ratio (in times) | 8,059.74 | 21.19 | 7,359.24 | 19.47 | 8.80% | N. A. |
| Net Credit Sales/ Average Accounts Receivable | 380.39 | | 377.89 | | | |
| (g) Trade payables turnover ratio (in times) | 5,673.04 | 8.49 | 5,673.04 | 9.12 | -6.90% | N. A. |
| Net Credit Purchases/ Average Trade Payables | 668.29 | | 622.19 | | | |
| (h) Net capital turnover ratio (in times) | 8,059.74 | 6.97 | 7,359.24 | 6.31 | 10.44% | N. A. |
| Net Sales/ Working Capital | 1,155.87 | | 1,165.57 | | | |
| (i) Net profit ratio (in %) | 161.11 | 2.00% | 230.19 | 3.13% | -36.09% | Note: o1 |
| Net Profit/ Net Sales | 8,059.74 | | 7,359.24 | | | |
| (j) Return on capital employed (ROCE) (in %) | 245.81 | 8.65% | 298.31 | 12.28% | -29.56% | Note: o1 |
| Earning before interest and taxes/ Capital Employed | 2,841.19 | | 2,428.83 | | | |
| (k) Return on investment (in %) | - | N. A. | - | N. A. | N.A. | N. A. |
| Income generated from invested funds/Average invested funds in treasury investments | 213.00 | | 173.00 | | | |

o1 Decrease in net profit has resulted in decrease in aforesaid ratio.

51. Figures of the previous year have been regrouped/rearranged wherever required to make them comparable with those of current year. Figures have been rounded off to the nearest rupees in lacs.

As per our attached report of even date
For Rajeev Prem & Associates
Chartered Accountants
Firm Registration No. 008905C

Sd/-
Rajeev Kapoor
Partner
M. No. 077827

Place: Kanpur
Date: May 26, 2023

For and on behalf of the Board of
Asian Fertilizers Limited

Sd/-
Ashok Kumar Matanhelia
Managing Director
DIN: 01763776

Sd/-
Shashi Srivastava
CFO

Sd/-
Somil Matanhelia
Whole Time Director
DIN : 01738413

Sd/-
Kunika Meghani
Company Secretary &
Compliance Officer



NOTICE

NOTICE is hereby given that the **38th (Thirty Eight) Annual General Meeting** of the members of **Asian Fertilizers Limited** will be held on Saturday, 30/09/2023 at 03:00 PM through VC/OAVM, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Shobhit Matanhelia, (Director) **(DIN 07110180)**, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shobhit Matanhelia, (Director) **(DIN 07110180)**, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint M/s. Kapoor Tandon & Co., Chartered Accountants, Kanpur as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 38th Annual General Meeting of the Company until the conclusion of the 42nd Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Kapoor Tandon & Co., Chartered Accountants, Kanpur (Firm Registration No.: 000952C) be and are hereby appointed as Statutory Auditor of the Company in place of M/s. Rajeev Prem & Associates, Chartered Accountants (Firm's Registration No. 000952C), the retiring statutory auditor.”



SPECIAL BUSINESS:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2024 and in this regard, 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 (“the Act”) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration, as approved by the Board of Directors of the Company (“the Board”) and set out in the statement annexed to the Notice convening this Meeting, to be paid to Cost Auditors appointed by the Board, to conduct the Audit of cost records of the Company for the financial year ending on March 31, 2024, be and is hereby ratified.”

“RESOLVED FURTHER THAT Mr. Ashok Kumar Matanhelia, Managing Director and Mr. Somil Matanhelia, Whole Time Director and Mr. Shobhit Matanhelia, Whole Time Director of the Company be and are hereby authorized severally and jointly to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To approve the Appointment of Mr. Amod Agarwal (DIN: 0044217) as an Independent Director of the Company for the term of 5 Consecutive years w.e.f. 26/05/2023 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Amod Agarwal (DIN: 0044217) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. May 26, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to



hold office for a period of five years with effect from ensuing General Meeting till Annual General Meeting for the year 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Except Mr. Amod Agarwal, none of the Directors is interested in the said resolution.

6. To approve the appointment of Mr. Dinesh Agarwal, Independent Director of the Company for the term of 5 Consecutive years w.e.f. 26/05/2023 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Dinesh Agarwal (DIN: 00308022) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. May 26, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from ensuing General Meeting till Annual General Meeting for the year 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. To approve transactions under Section 185 of the Companies Act, 2013, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or



re- enactment(s) thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan together with the existing amount, including any loan represented by a book debt, and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken by “person in whom any of the Director of the Company is interested “ Borrowers” as detailed in the attached explanatory an aggregate outstanding amount not exceeding Rs. 150000000/- (Rupees Fifteen Crores only), on such terms and conditions as may be mutually agreed upon, provided that such loans shall be utilized by the borrower for its principal business activities.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

For Asian Fertilizers Limited

Date: 12/08/2023

Place: Gorakhpur

Sd/-
Kunika Meghani
Company Secretary
& Compliance Officer



NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed thereto in respect of items set out in the notice.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities,



Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.asianfertilizers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 22-09-2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 22-09-2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 27-09-2023, at 09:00 A.M. and ends on 29-09-2023, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22-09-2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22-09-2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page |


mode with NSDL.

click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are 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>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store

 Google Play





| | |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |



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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :



| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares 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*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?



- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. 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?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to afl@asianfertilizers.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to afl@asianfertilizers.com .If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at afl@asianfertilizers.com . The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.S. Bhatnagar & Associates, Cost Accountant, New Delhi as Cost Auditor to conduct the audit of the cost records of fertilizers phosphate of the Company for the financial year ending March 31, 2023 at a remuneration of Rs.50000/- plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution.

ITEM NO. 5

The Board of Directors of the Company had appointed Mr. Amod Agarwal as an Additional Director of the Company with effect from 26th May, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Amod Agarwal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Amod Agarwal signifying her candidature as an Independent Director of the Company. In the opinion of the Board, Mr. Amod Agarwal fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. Additional information in respect of Mr. Amod Agarwal, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS- 2), is given at Annexure A to this Notice.

Brief profile of Mr. Amod Agarwal is given at Annexure B to this Notice. Except Mr. Amod Agarwal, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO 6

The Board of Directors of the Company had appointed Mr. Dinesh Agarwal as an Additional Director of the Company with effect from 26th May, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Dinesh Agarwal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Dinesh Agarwal signifying her candidature as an Independent Director of the Company. In the opinion of the Board, Mr. Dinesh Agarwal fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out



terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. Additional information in respect of Mr. Dinesh Agarwal, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS- 2), is given at Annexure A to this Notice. Brief profile of Mr. Dinesh Agarwal is given at Annexure B to this Notice. Except Mr. Dinesh Agarwal, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 6.

ITEM NO 7

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) as specified below, covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, subject to the condition of after passing a special resolution in the general meeting for the purpose of capital expenditure of the Project and/or working capital requirement of the company as may be required from time to time for the growth and expansion of its business activities and other matters connected and incidental thereon for its principal business activities. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to such entities along with existing loan and the loan shall be at the interest rate not lower than the prevailing market rate and shall be used by the borrowing Company for its principal business activities only. The details of the Companies in which the transaction in relation to section 185 is proposed are as follows:

| S No | Name of the Company | Name of Interested Directors. | Relation |
|------|----------------------------|--|-------------------|
| 1. | Vibrant Laminate Pvt. Ltd. | Ashok Kumar Matanhelia Somil Matanhelia Shobhit Matanhelia | Same Directorship |
| 2. | Poorvanchal Acid Pvt. Ltd. | Somil Matanhelia Shobhit Matanhelia | Same Directorship |

The Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by the above specified entities, along with the existing loan upto an aggregate amount of Rs 150000000/- (Rupees Fifteen Crores only) subject to the approval of the Shareholders.

The Board proposes and recommend the passing of Resolution set out at Item No. 7 of the notice for approval of the Shareholders as by a Special Resolution. Except Mr. Ashok Kumar Matanhelia, Managing Director, Mr. Somil Matanhelia, Whole Time Director and Mr. Shobhit Matanhelia, Whole Time Director or their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

For Asian Fertilizers Limited

Sd/-

Kunika Meghani

Company Secretary

&

Compliance Officer

Date: 12/08/2023

Place: Gorakhpur



Annexure-A
Details of Directors seeking appointment/re-appointment at the 38th Annual General Meeting to be held on September 30, 2023 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| Name of the Director | Mr. Amod Agarwal | Mr. Dinesh Agarwal | Mr. Shobhit Matanhelia |
|---|---|---|---|
| Date of Birth | 07/02/1959 | 05/03/1974 | 11/11/1989 |
| Age | 64 years | 49 years | 33 years |
| Date of appointment | 26/05/2023 | 26/05/2023 | 14/02/2015 |
| Relationship with Directors and Key Managerial Personnel | None | None | Son of Ashok Kumar Matanhelia (MD) & Mrs. Usha Matanhelia and Brother of Mr. Somil Matanhelia (WTD) |
| Expertise in specific functional area | Credit syndication, Venture capital syndication, Due diligence, valuation of businesses/ companies vetting of technical, financial collaboration and joint venture agreements. Rehabilitation of sick units, Statutory and management audits. | experience in the area of fertilizers/ cement trading | Experience in marketing & finance |
| Qualification | Chartered Accountant | ICWA | MBA |
| Board Membership of other Companies/ LLP as on March 31, 2023 | 2 | 2 | 3 |
| Chairmanships/ Memberships of the Committees of other public limited companies as on March 31, 2023 | NA | NA | NA |



Annexure-B

Brief profile of Directors seeking appointment/re-appointment at the 38th Annual General Meeting to be held on September 30, 2023

Mr. Amod Agarwal

Mr. Amod Agarwal is Chartered Accountant.

He is Completed chartered accountancy in 1984 and practicing since 1985.

His area of expertise are:-

- Credit syndication
- Venture capital syndication
- Due diligence, valuation of businesses/companies vetting of technical, financial collaboration and joint venture agreements.
- Rehabilitation of sick units
- Statutory and management audits.

He associated as Advisor to the Cabinet Minister for Consumer Affairs, Food & Public Distribution, Government of India from 2001-04. He is Co Convener National Economic Cell

Mr. Dinesh Agarwal

Mr. Dinesh Agarwal is a Ist class Commerce Graduate from Lucknow University and an ICWA of the year 1996. He also did Diploma course in Business Finance from ICFAI Hyderabad. He was awarded “Certificate of Merit” by the Institute of Cost & Works Accountants of India, both in inter and final. He is a well-known figure in business circles for conducting business with very high ethical standards and statutory compliances. He has also received many appreciations from the Tax departments for depositing higher taxes both direct & indirect.

He is member of many social organizations as well as trade associations. He also received many awards for his valued contributions, in particular received Business Excellence Award from Honda Motors Limited in 2005 and by Bharat Petroleum Corporation Limited for long term association. He was also awarded “Best Young Entrepreneur” in 2013, which is an elite PAN India award given by Mahindra for overall exceptional work as a dealer of Mahindra.

He possesses more than 30 years of rich business experience in the area of fertilizers/cement trading, running BPCL outlets, Hero Dealership, Mahindra dealership & Ford dealership.